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ATTORNEY AT LAW
P. O. BOX 247
MONTICELLO, FLORIDA 32344

904-997-3503

November 5, 1997

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 NOV -6 PM 1:13

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Incorporation of Kiwanis Youth Foundation of Monticello,
Florida, Inc.

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-11/06/97--01033--023
****122.50 ****122.50

Dear Sir or Madam:

Please find enclosed the original documents and check # 727 in the amount of \$122.50, which is required for the incorporation of Kiwanis Youth Foundation of Monticello, Florida, Inc. Please execute them and return them to my office at P.O. Box 247, Monticello, FL 32345.

Should you have any questions concerning the above, please contact me.

Very truly yours;

T. Buckingham Bird

T. Buckingham Bird

TBB/blh
Enclosures as stated

**ARTICLES OF INCORPORATION
OF**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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KIWANIS YOUTH FOUNDATION OF MONTICELLO, FLORIDA, INC.

The undersigned, acting as incorporator of a corporation not for profit pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation of such corporation.

ARTICLE I

The name of this corporation shall be **KIWANIS YOUTH FOUNDATION OF MONTICELLO, FLORIDA, INC.**

ARTICLE II

The principal office of the corporation for the transaction of business is to be located within the County of Jefferson County, State of Florida. The mailing address of this corporation shall be:

Kiwanis Youth Foundation of Monticello, Florida, Inc.
275 N. Mulberry St.
Monticello, Florida 32344

ARTICLE III

The corporation shall have perpetual existence.

ARTICLE IV

(A) The purposes for which said corporation is formed are to assist needy persons, particularly young people; to assist worthy youth in attaining vocational excellence, and to aid handicapped persons in regaining happy, useful lives through the expending of funds directly for such purposes or by the furnishing of funds to other organizations organized for charitable, scientific research, or educational purposes, or the prevention of cruelty to children, all within

scientific research, or educational purposes, or the prevention of cruelty to children, all within the purview of Section 501(c)(3) of the Internal Revenue Code and the Regulations thereunder.

(B) The specific purposes are:

1. To give primacy to the human and spiritual rather than to the material values of life.
2. To encourage the daily living of the Golden Rule in all human relationships.
3. To promote the adoption and application of higher social, business, and professional standards.
4. To develop, by precept and example, a more intelligent, aggressive, and serviceable citizenship.
5. To provide through this club, a practical means to form enduring friendships, to render altruistic service, and to build better communities.
6. To cooperate in creating and maintaining that sound public opinion and high idealism which make possible the increase of righteousness, justice, patriotism, and goodwill.
7. For the purposes aforesaid, to take over the assets, rights and franchises of the unincorporated club, known as the Kiwanis Club of Monticello, and its members.
8. To do all such things as are incidental or conducive to the attainment of the above objects.

ARTICLE V

This corporation is organized pursuant to the General Non-Profit Corporation Law of the State of Florida.

ARTICLE VI

The number of the Directors of this corporation shall consist of all elected officers and up to ten (10) directors.

ARTICLE VII

The names and addresses of those chosen to serve as directors until the election and qualification of their successors are:

<u>Name</u>	<u>Address</u>
Larry Halsey	275 N. Mulberry Monticello, FL 32344
Albert Thomas, Jr.	Bishop Farms Rd. Monticello, FL 32344
Phil Barker	Gilley Rd. Monticello, FL 32344
Mary Snelgrove	1015 S. Mulberry Monticello, FL 32344
Janice Rhoads	Rt. 4 Box 4076 Monticello, FL 32344
Bill McRae	Bryant Cr. Monticello, FL 32344

ARTICLE VIII

The authorized number and qualifications of members of the corporation, the different

classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability to dues or assessments and the method of collection thereof, shall be set forth in the Bylaws.

ARTICLE IX

This corporation does not contemplate the distribution of gains, profits or dividends to the members thereof, and is organized for non-profit purposes; no part of any net earnings or assets thereof shall inure to the benefit of any members or any other individual.

ARTICLE X

In the event of the dissolution of this corporation, after paying or adequately providing for the debts or obligations of this corporation, the directors, or persons in charge of liquidation, shall grant, convey assign and transfer the remaining assets of this corporation unto:

(1) A state, a territory, a possession of the United States, or any political subdivision of any of the foregoing; or to the United States or the District of Columbia, to be used exclusively for public purposes.

(2) A corporation, trust, or community chest, fund or foundation:

(A) Created or organized in the United States or in any possession thereof, or under the law of the United States, any state or territory, the District of Columbia or any possession of the Unites States;

(B) Organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals;

(C) No part of the net earnings of which inures to the benefit of any private shareholder or individual; and

(D) No substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

The assets transferred to any organization listed above shall be used within the United States, or any of its possessions, exclusively for the purposes specified in subparagraph (b).

No such organization listed above shall qualify for distribution unless such organization shall be an organization, association, fund, or foundation organized and operated exclusively for charitable, religious, scientific or educational purposes which is a tax-exempt, non-profit corporation under the United States Internal Revenue Code, and which is recognized as such by the United States Bureau of Internal Revenue.

If the corporation holds any assets in trust at the time of dissolution thereof, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court in the county in which the dissolved corporation had its principal office, upon petition thereof by the Attorney General, or any person concerned in the liquidation.

ARTICLE XI

(A) The corporation and its members will at all times abide and be governed and controlled by the Constitution, Bylaws and Policies of Kiwanis International now in force or hereafter from time to time adopted, insofar as any provision of such Constitution and Bylaws may be applicable;

(B) The corporation will comply with all such conditions and requirements as Kiwanis International may prescribe;

(C) Whenever requested by the Board of Trustees of Kiwanis International, the corporation shall dissolve or change its form of organization, as may from time to time be

requested by said Board; and

(D) No amendments to the Articles of Incorporation or corporate bylaws of change in the purpose of the corporation shall be made without the consent of Kiwanis International.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 5th day of November, 1997.

In the presence of:

T Buckingham Bird
Witness Signature
T Buckingham Bird
Print or Type Name of Witness

Albert Thomas, Jr. (SEAL)
ALBERT THOMAS, Jr., PRESIDENT

William E. Bippas, Jr.
Witness Signature
William E. Bippas, Jr.
Print or Type Name of Witness

STATE OF FLORIDA
COUNTY OF JEFFERSON

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, ALBERT THOMAS, Jr. to me personally known to be the individual described in and who executed the foregoing instrument or who has produced _____ as identification and who did take an oath and he acknowledged before me that he executed the same for the purposes therein expressed.

5th WITNESS my hand and official seal at Monticello, Florida, said County and State, this day of November, 1997.

T Buckingham Bird
Notary Public

My Commission Expires:



T. Buckingham Bird
MY COMMISSION # C0562267 EXPIRES
August 5, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 NOV -6 PM 1:13

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

KIWANIS YOUTH FOUNDATION OF MONTICELLO, FLORIDA, INC

2. The Name and address of the registered agent and office is:

Phil Barker
Gilley Road
Monticello, FL 32344



ALBERT THOMAS, Jr., President
November 5th, 1997

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



PHIL BARKER, Registered Agent
November 5, 1997