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February 24, 1998

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Secretary of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: Cantonment Rotary Club Foundation, Inc.

Dear Sir/Madam:

Enclosed please find original and one copy of the Articles of Incorporation for Cantonment Rotary Club Foundation, Inc. together with original and one copy of the Certificate Designating Registered Agent. Also enclosed is Cantonment Rotary Club's check in the amount of \$122.50 to cover the cost of filing.

Please use March 1, 1998 as the effective date for the corporation.

Sincerely,



Bev Ellis
Legal Assistant to
E. T. BOYWID

/ble

Enclosures

cantonment.inc/secstate.ltr

98-2-24-98

**ARTICLES OF INCORPORATION
OF
CANTONMENT ROTARY CLUB FOUNDATION, INC.
(A CORPORATION NOT FOR PROFIT)**

The undersigned individuals, desiring to form a corporation not for profit under the provisions of Chapter 617, Florida Statutes, hereby subscribe to the following Articles of Incorporation:

ARTICLE I - NAME AND PRINCIPAL OFFICE

The name of the corporation is **CANTONMENT ROTARY CLUB FOUNDATION, INC.** and the principal office and mailing address of the corporation is P. O. Box 235, Cantonment, Florida 32533. The Board of Trustees may from time to time move the principal office to any other address in the State of Florida.

ARTICLE II - PURPOSE

The purpose for which the corporation is organized shall be as follows:

a. To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or may hereafter be amended.

b. No part of the net earnings of the corporation shall inure to the benefit of any member, trustee or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation in effecting one or more of its purposes), and no member, trustee or officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No part of

the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

c. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

d. The corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

e. The corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

f. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

g. The corporation shall not make any taxable expenditures, as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

h. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on

by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended.

ARTICLE III - MEMBERSHIP

The initial member of the corporation is the Rotary Club of Cantonment, Florida, Inc., a corporation not for profit.

ARTICLE IV - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V - INCORPORATORS

The names and addresses of the incorporators to these Articles of Incorporation are as follows:

Edward T. Boywid
6251 Lake Charlene Drive
Pensacola, Florida 32506

John H. O'Donnell, Jr.
1245 LaPaz Street
Pensacola, Florida 32506

Bill F. Fitzpatrick
2307 Risen Drive
Cantonment, Florida 32533

ARTICLE VI - OFFICERS

The corporation shall have such officers as are described in the bylaws of the corporation. The officers shall be elected or appointed at such times and for such terms as is provided in the bylaws.

ARTICLE VII - BOARD OF TRUSTEES

The affairs of this corporation not for profit shall be managed by a Board of Trustees. The method of election and the terms of the trustees shall be as stated in the bylaws of the corporation.

This corporation shall have eleven (11) trustees initially. The number of trustees may be either increased or decreased from time to time by the bylaws but shall never be less than three (3). The names and addresses of the initial trustees of this corporation are:

Richard W. Harper
3751 McClellan Road
Pensacola, Florida 32503

Dick Wiggers
5709 Bay Forest Drive
Pensacola, Florida 32526

Pat Wentz
1941 Woodbridge Drive
Pensacola, Florida 32514

Herbert Frashuer
1201 Tamara Drive
Pensacola, Florida 32504

Ed Stanford
817 Deedra Avenue
Pensacola, Florida 32514

Neil Jernigan
2891 East Johnson Avenue
Pensacola, Florida 32514

Steve Peranich
8422 Belle Meadow Boulevard
Pensacola, Florida 32514

Wilson Robertson
9181 Woodrun Place
Pensacola, Florida 32514

William Sears
828 Valley Ridge Circle
Pensacola, Florida 32514

Jim Prim
4005 Piedmont Drive
Pensacola, Florida 32503

Edward T. Boywid
6251 Lake Charlene Drive
Pensacola, Florida 32506

ARTICLE VIII - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them and all rights and privileges conferred upon the members, trustees and officers of the corporation are subject to this reservation.

ARTICLE IX - BYLAWS

The bylaws of the corporation are to be made, altered or rescinded by the Board of Trustees in the manner set forth in the bylaws of the corporation.

ARTICLE X - DISTRIBUTION ON DISSOLUTION

Upon dissolution of the corporation, or the winding up of its affairs, the assets of the corporation shall be distributed to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended.

No member, trustee or officer of the corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

ARTICLE XI - REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation shall be 4502 Twin Oaks Drive, Pensacola, Florida 32506 and the name of the Registered Agent of this corporation at that address shall be Edward T. Boywid.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators of Cantonment Rotary Club Foundation, Inc., have hereunto set our hands and seals on the date hereinafter set forth for the purpose of forming this corporation not for profit under the laws of the State of Florida.

2/20/98
DATE

Edward T. Boywid
EDWARD T. BOYWID

2/20/98
DATE

John H. O'Donnell Jr.
JOHN H. O'DONNELL Jr.

2/18/98
DATE

Bill F. Fitzpatrick
BILL F. FITZPATRICK

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**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

That **CANTONMENT ROTARY CLUB FOUNDATION, INC.**, a corporation not for profit, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at **P. O. Box 235, Cantonment, Florida 32533**, has named **E. T. BOYWID**, as its agent to accept service of process within Florida at 4502 Twin Oaks Drive, Pensacola, Florida 32506.

Dated: _____

2/20/98


JOHN H. O'DONNELL, JR., Incorporator

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.



E. T. BOYWID
Registered Agent