

JUL-01-2004 12:29

P.01

700095

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H04000137601 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)205-0380

From:

Account Name : NASON, YEAGER, GERSON, WHITE & LIOCE, P.A.
Account Number : 073222003555
Phone : (561)686-3307
Fax Number : (561)686-5442

7273-16144

RECEIVED

04 JUL -1 PM 12:37

DIVISION OF CORPORATIONS

BASIC AMENDMENT

WEST PALM BEACH ROTARY CLUB STUDENT AID FUND, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$43.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 JUL -1 PM 3:33

FILED

Electronic Filing Menu

Corporate Filing

Public Access Help

Return to
LHP

AM + Restated / NK
DRG
7/2

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
WEST PALM BEACH ROTARY CLUB STUDENT AID FUND, INC.**

ARTICLE I

The name of this Corporation is and shall be "WEST PALM BEACH ROTARY CLUB
CHARITY FUND, INC."

ARTICLE II

The location of the Corporation is and shall be West Palm Beach, Palm Beach County,
Florida.

ARTICLE III

The purpose of this Corporation shall be as follows:

A. Said Corporation is organized and is to be operated exclusively for charitable and educational purposes. The Corporation shall segregate its funds existing as of June 30, 2002, into a separate account or accounts (the "Segregated Funds"). The Segregated Funds, and any income earned thereon, shall be utilized only for educational purposes, and specifically to encourage and assist persons of Palm Beach County, Florida, to acquire a higher education, and particularly those who have graduated from an accredited high school, or its equivalent, and whose character and ability to successfully complete a full course in higher education is apparent, and who, without financial aid, would without hardship, find it difficult to continue or complete their education, and do all things proper to carry out said object. Funds contributed to the Corporation after July 1, 2002, and any income thereon, shall not be considered Segregated Funds, and may be utilized for any charitable or educational purpose.

B. The Corporation shall establish such qualifications of applicants as recipients of loans or grants as it deems appropriate, provided that the qualifications so established are not inconsistent with these Articles of Incorporation.

C. Notwithstanding any other provision of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by (a) a Corporation exempt under Section 501(c)(3) of the Code or (b) a Corporation contributions to which are deductible under Section 170(c)(2) of the Code.

D. No part of the net earnings of this Corporation shall inure to the benefit of any director, officer or other individual. No director or officer or other individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.

ARTICLE IV

All members of the West Palm Beach Rotary Club in good standing shall be members of this Corporation.

ARTICLE V

The term for which this Corporation shall exist shall be perpetual.

ARTICLE VI

Section 1. The affairs of this Corporation shall be managed by a Board of not less than five (5) trustees who shall be comprised of the officers and Board members of the West Palm Beach Rotary Club, as those officers and directors change from time to time.

Section 2. Trustees shall be appointed each year by a majority vote of the Board of Directors of the West Palm Beach Rotary Club

Section 3. Midterm vacancies in the Board of Trustees may be filled by a member selected by the remaining Trustees, and any Trustee so appointed shall serve for the duration of the term of the office thus filled.

Section 4. Trustees shall hold office for the respective terms for which they were or are appointed, or until their successors are duly appointed. Once each year, the Board of Trustees shall convene and elect from their members a President, Secretary and Treasurer, whose duties shall be specified by the Trustees. The identities of the President, Secretary and Treasurer shall be recorded in the Corporation's minutes.

Section 5. The Board of Trustees may appoint such committees as they deem necessary to carry on the business of this Corporation and to carry into effect the purposes of this Corporation. For the sole purpose of advising the Board and said committees the Board may appoint to such committees as advisory members, persons who are not members of the West Palm Beach Rotary Club.

ARTICLE VII

The names and addresses of the duly elected officers of the Corporation who are serving as such officers and who shall continue to so serve until their successors are duly elected and qualified, are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	William Fleming	P.O. Box 24708 West Palm Beach 33416
President-elect	William W. Bennett	8317 Bob-o-link Drive West Palm Beach 33412
Secretary	Gregory M. Kissel	19060 Talon Way Jupiter 33458
Treasurer	Bill Bone	322 Pendleton Lane Palm Beach, Florida 33480

ARTICLE VIII

The names and addresses of the duly appointed additional Trustees of the Corporation who are serving as such directors and who shall continue to so serve until their successors are duly appointed and qualified, are as follows:

<u>Name</u>	<u>Address</u>
David Luhrsen	Northwood University 2600 North Military Trail West Palm Beach 33409
James H. Anstis	2040 Rutland Boulevard West Palm Beach 33405
Michael Cary	6690 Wild Orchid Trail Lake Worth 33467
Jeffery B. Knight	4782 Lillian Avenue Palm Beach Gardens 33408
Paula Nicoletti	946 South Patrick Circle West Palm Beach 33406

ARTICLE IX

The By-Laws of this Corporation shall be made, altered or rescinded by a majority vote of the members of the Corporation present at any annual or special meeting of the members.

ARTICLE X

Any proposed amendments to the Articles of Incorporation shall be in writing and presented at any annual or special meeting of the members of the Corporation upon written notice of the proposed amendment of not less than seven (7) days prior to the meeting and shall be adopted by resolution approved by affirmative vote of a majority of the members of the Corporation present at any such annual or special meeting, provided, however, that in no event may the purpose of this Corporation as stated in Article III hereof be changed.

ARTICLE XI

Section 1. In the event that the purpose of this Corporation ceases to exist, the funds in this Corporation shall be returned to the West Palm Beach Rotary Club, for use by it in carrying out the stated objectives of this Corporation and for no other purpose, or to some other organization which has an established exempt status as a charitable organization described in Section 501(C)(3) of the Internal Revenue Code and pursues the same purposes.

Section 2. No compensation or payment shall ever be paid to any member, officer, director, trustee, creator, or organizer of this Corporation, or a substantial contributor to it, except as a reasonable allowance for actual expenditures or services actually rendered to or for this Corporation; and neither the whole or any part or portion of the assets or net earnings, current or accumulated, of this Corporation shall ever be distributed to or divided among such persons; provided, further, that neither the whole or any part or portion of such assets or net earnings shall ever be used for, accrue to, or inure to the benefit of any member or private individual within the meaning of Section 501(C)(3) of the Internal Revenue Code. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not to be permitted to be carried on:

(a) by a Corporation exempt from the Federal Income Tax under Section 501(C)(3) of the Internal Revenue Code of 1954, or

(b) by a Corporation, contributions to which are deductible under Section 170(C)(2) of the Internal Revenue Code of 1954.

ARTICLE XII

This Amendment was adopted by the Board of Directors of the Corporation on January 28, 2003, and does not require member approval.

IN WITNESS WHEREOF, said Corporation has caused this Amended and Restated Articles of Incorporation to be signed in its name by its President and attested to by its Secretary, this 27 day of May, 2004.

WEST PALM BEACH ROTARY CLUB
CHARITY FUND, INC., a non-profit
Corporation of Florida

By: William M. Fleming
William Fleming, its President

Attest: Gregory M. Kissel
Gregory M. Kissel, its Secretary

STATE OF FLORIDA)
) SS:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 27th day of May, 2004, by William Fleming, the President and by Gregory M. Kissel, the Secretary of the West Palm Beach Rotary Club Student Aid Fund, Inc., a Florida non-profit Corporation, on behalf of the Corporation, () who are personally known to me OR (✓) who produced Florida Driver License as identification.



Cindy Lewis
Notary Signature

Cindy Lewis
Print Notary Name

NOTARY PUBLIC
State of Florida at Large

My Commission Expires: 7/10/05