

711543

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To: Division of Corporations
Fax Number : (850)617-6380

From: Account Name : JONES FOSTER P.A.
Account Number : 076077003231
Phone : (561)650-0471
Fax Number : (561)650-5300

*Revised and
re-faxed
2/13/2020.*

Sherry Wadsworth

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Email Address: gjecpa@bellsouth.net

561-650-0471

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
THE KIWANIS CLUB OF WEST PALM BEACH FOUNDATION, INC.**

Certificate of Status	0
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*R. WHITE
MAR 02 2020*

2020 FEB 13 PM 12:49

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December 13, 2019

FLORIDA DEPARTMENT OF STATE

Division of Corporations

THE KIWANIS CLUB OF WEST PALM BEACH FOUNDATION, INC.
221 SOUTHERN BLVD.
WEST PALM BEACH, FL 33405US

SUBJECT: THE KIWANIS CLUB OF WEST PALM BEACH FOUNDATION, INC.
REF: 711543

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

The name of the entity must be identical throughout the document.

In the first paragraph of the document where it states: WHEREAS, the board of Directors of "The Kiwanis Club of West Palm Beach, Florida, Inc..." and in Article III where it states All members of the "Kiwanis Club of West Palm Beach, Florida, Inc." This needs to be corrected to reflect the correct name of the entity as referenced in our records. If you are attempting to change the name of the entity, then you will need to make that statement somewhere in the amended and restated articles.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Rebekah White
Regulatory Specialist II Supervisor

FAX Aud. #: H19000357592
Letter Number: 219A00025347

RESTATED ARTICLES OF INCORPORATION
OF
THE KIWANIS CLUB OF WEST PALM BEACH FOUNDATION, INC.
(A Corporation Not for Profit)

2020 FEB 13 PM 12:48

Pursuant to Florida Statute 617.1007 these Restated Articles of Incorporation are adopted and filed to read as follows:

WHEREAS, the board of Directors of The Kiwanis Club of West Palm Beach, Florida, established a corporation by filing Articles of Incorporation on September 27, 1966, the purpose of which is providing for the health, education, and welfare of needy persons in and around Palm Beach County, Florida or such other areas as the Board of Directors may approve.

WHEREAS, the Board of Directors has duly approved and submitted these Restated Articles of Incorporation to the members of the corporation at a duly noticed meeting thereof, and, at such meeting on November 20, 2019, the members approved and adopted these Restated Articles of Incorporation and the number of votes cast was sufficient for approval.

NOW, THEREFORE, we, the undersigned, do hereby restate the Articles of Incorporation of the corporation under those laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation not for profit, including those granted by Chapter 617, Florida Statutes.

ARTICLE I

The name of this corporation shall be:

THE KIWANIS CLUB OF WEST PALM BEACH FOUNDATION, INC.

ARTICLE II

The purpose of this corporation is:

Exclusively for charitable, religious, educational, and scientific purposes, as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

The specific purposes for which this corporation is organized shall be:

(a) To have all the powers prescribed by law.

(b) To receive and hold by gift, bequest, devise, grant or purchase any real or personal property, and to invest and reinvest, with the assistance of investment counsel and/or Trustees where appropriate, and to use and dispose of the same exclusively for charitable and educational purposes by providing funds, services, facilities, and/or materials and supplies, to or for the benefit of persons residing in and around Palm Beach County, Florida or such other

areas as the Board of Directors may approve, in connection with their health, education and/or welfare.

(c) To act and perform the duties of trustee or to act in any other fiduciary capacity under any deed of trust, will, codicil, agreement, whether oral or written, or other instrument incidental to and for the purpose of carrying out any of the foregoing objects or matters and things kindred thereto.

(d) Provided, however, no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered; and provided, further, no substantial part of the activities of the corporation shall be attempting to influence legislation by propaganda or otherwise.

ARTICLE III

All members of the Kiwanis Club of West Palm Beach, Florida, in good standing shall be members of this corporation.

ARTICLE IV

This corporation shall have perpetual existence.

ARTICLE V

The manner in which directors are elected or appointed is as provided for in the Bylaws.

ARTICLE VI

The name and Florida street address of the registered agent is:

SANFORD V. HOWARD, JR.
221 SOUTHERN BLVD.
WEST PALM BEACH, FL 33405

ARTICLE VII

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

MALCOLM MCCAMPBELL
4249 ROYAL OAK DRIVE
PALM BEACH GARDENS, FL 33410

WILLIAM G. SMITH
PO BOX 3475
WEST PALM BEACH, FL 33402

ROBERT BANTING
521 SOUTH OLIVE AVENUE
WEST PALM BEACH, FL 33401

SANFORD J. HOWARD, JR.
221 SOUTHERN BLVD.
WEST PALM BEACH, FL 33405

ARTICLE VIII

The officers(s) of the corporation are:

PRESIDENT
MALCOLM MCCAMPBELL
4249 ROYAL OAK DRIVE
PALM BEACH GARDENS, FL 33410

VICE PRESIDENT
WILLIAM G. SMITH
PO BOX 3475
WEST PALM BEACH, FL 33402

SECRETARY
ROBERT BANTING
521 SOUTH OLIVE AVENUE
WEST PALM BEACH, FL 33401

TREASURER
SANFORD J. HOWARD, JR.
221 SOUTHERN BLVD.
WEST PALM BEACH, FL 33405

ARTICLE IX

Amendments to these Articles of Incorporation shall be proposed by the Board to the membership, approved by a majority voting of the membership, and filed with and approved by the Secretary of the State of Florida.

ARTICLE X

The title to all property of the corporation shall be held in the name of the corporation or as otherwise may be provided pursuant to the authority of the Articles of Incorporation and Bylaws of the corporation. Any gift, bequest, devise or donation of any kind whatsoever by the corporation or its Board of Directors shall be deemed to vest title in the corporation if accepted by the Board of Directors.

ARTICLE XI

In the event of dissolution or final liquidation, all property, real or personal, then belonging to the corporation, shall be paid and distributed, after taking care of the claims of creditors and the costs of the proceeding, if the appropriate Court so directs, to charitable, religious, educational, and/or scientific organizations, exempt from taxation under Sections 501 (a) and (c)(3) of the Internal Revenue Code of 1986 as they now exist or as they may hereafter be amended.

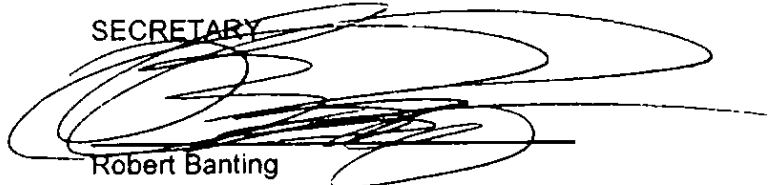
IN WITNESS WHEREOF, we the undersigned, being each of the officers of the corporation and the subscribers to these Articles of Incorporation, have hereunto set our hands and seals this

3rd day of ~~November 2019~~
February 2020.


PRESIDENT


Malcolm McCampbell

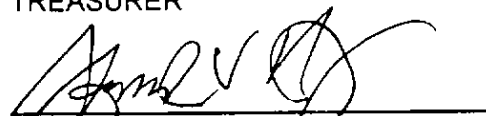
SECRETARY


Robert Banting

VICE PRESIDENT


William G. Smith

TREASURER


Sanford V. Howard, Jr.

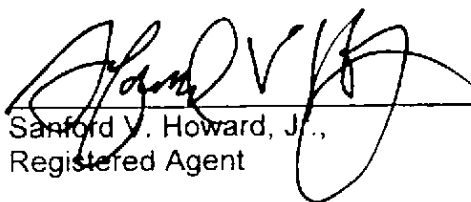
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That THE KIWANIS CLUB OF WEST PALM BEACH FOUNDATION, INC., desiring to organize under the laws of the State of Florida as a corporation not for profit, with its Registered Office as indicated in the Restated Articles of Incorporation at 221 Southern Boulevard, West Palm Beach, Florida 33405, has named SANFORD V. HOWARD, JR., as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated 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 and complete performance of my duties.



Sanford V. Howard, Jr.,
Registered Agent