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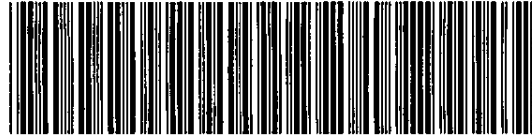
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MAY 21 2015

T CANNON

RODERICK N. PETREY

Attorney and Counsellor
508 Castania Avenue
Coral Gables, Florida 33146-2757
305-479-9525
rnpetrey@aol.com

May 13, 2015

Amendment Section
Division of Corporations
Florida Department of State
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: **Fort Lauderdale Rotary 1099 Foundation, Inc.**
Document No. 725074

Ladies and Gentlemen:

The enclosed *Amended and Restated Articles of Incorporation* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Roderick N. Petrey, Esq.
508 Castania Avenue
Coral Gables, FL 33146-2757
rnpetrey@aol.com

For further information concerning this matter, please call:
Roderick N. Petrey, Esq., at 305-479-9525.

Enclosed is a check for \$43.75, made payable to the Florida Department of State, for the filing fee and a certified copy. The original and an additional copy of the document are enclosed.

Yours very truly,


Roderick N. Petrey

FORT LAUDERDALE ROTARY 1090 FOUNDATION, INC.

CERTIFICATE

The following Amended and Restated Articles of Incorporation of the Fort Lauderdale Rotary 1090 Foundation, Inc., (the "Corporation"), a Florida not for profit corporation, were adopted as of May 6, 2015, by a majority of the Members of the Corporation at a meeting properly called at which a quorum was present.

Pursuant to the requirements of the Florida Not for Profit Corporation Act, Chapter 617, *Florida Statutes*, and of the Corporation's Bylaws, all amendments to the Corporation's previous Articles of Incorporation were adopted by Members of the Corporation and the number of votes cast for the amendments was sufficient for approval.

The Members authorized the Corporation's Board of Trustees and its Officers to file these Amended and Restated Articles of Incorporation with the office of the Secretary of State of Florida, Division of Corporations, and to pay any required fees for such filing.

The Effective Date of these Amended and Restated Articles of Incorporation is May 6, 2015.

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AMENDED AND RESTATED

ARTICLES OF INCORPORATION OF FORT LAUDERDALE ROTARY 1090 FOUNDATION, INC. (A Corporation Not For Profit)

The undersigned hereby submit Amended and Restated Articles of Incorporation for a corporation not for profit under the provisions of Chapter 617 of Florida Statutes.

ARTICLE I. NAME

The name of this corporation (hereinafter referred to as the Corporation) is:
FORT LAUDERDALE ROTARY 1090 FOUNDATION, INC.

ARTICLE II. PURPOSES

The general purposes of this Corporation shall be:

1. To conduct and carry on the work of the Corporation not for profit and exclusively for charitable, scientific, literary or educational purposes in such manner that no part of the income or property shall inure to the private benefit of any donor, member, trustee, officer or individual having a personal or private interest in the activities of the Corporation, and in such manner that it shall not in any way, directly or indirectly, engage in carrying on propaganda or otherwise attempt to influence legislation or public elections, Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation contributions to which are deductible under Section 170(0)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

2. To undertake, promote, develop and carry on charitable, scientific, literary or educational work for the benefit of the general public; to cooperate with the charitable and educational pursuits of the Rotary Club of Fort Lauderdale and Rotary International; to make distributions, awards and gifts for such purposes; to receive gifts of cash, securities and other property and to hold, invest or sell such gifts to fulfill the purposes of the Corporation; and to do any such acts as are necessary or convenient to attain these purposes and as are consistent with Florida law.

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3. In the event that any person, by last will or testament, deed or other writing, shall give to the Corporation funds, securities or other properties, and shall designate one or more limited purposes consistent with the purposes and powers of this Corporation, to which the whole or a portion of the principal or income, or both, of such gift, is to be applied by the Corporation, or shall give certain directions regarding the time, manner, amounts and conditions of the application or disposition of such gift or of the principal or income thereof, by the Corporation, the Board of Trustees shall have the power to accept such gift strictly in accordance with the provisions of such last will and testament, deed or other writing and consistent with the purposes and powers of this Corporation.

ARTICLE III.
QUALIFICATION OF MEMBERS

The Members of this Corporation shall be all persons who are, from time to time, qualified members of the Rotary Club of Fort Lauderdale, Florida, Club No, 1090, The Members shall convene at least once every year to elect one (1) at-large member to the Board of Trustees to undertake other business.

ARTICLE IV.
TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V.
INITIAL SUBSCRIBERS

The names and residences of the initial subscribers to these Articles of Incorporation of this Corporation at the time of its incorporation on December 18, 1972, were:

<u>Name</u>	<u>Residence</u>
E. BIRCH WILLEY	(As of initial filing date) 1418 Ponce de Leon Drive Fort Lauderdale, Florida
CLINTON D. HAMILTON	7220 N.W. 5 th Court Plantation, Florida
EDWARD H. HEILBRON	2900 N.E. 33 rd Court Fort Lauderdale, Florida

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ARTICLE VI.
OFFICERS

Section 1. The Officers of the Corporation shall be a President, one (1) Vice President, a Secretary and a Treasurer.

Section 2. The Officers shall be elected on an annual basis by the Board of Trustees at the first meeting immediately following the election of the one (1) elected Trustee by the members of the Corporation. Officers shall hold office for one year or until their successors are elected and qualified, All Officers shall be Members of Corporation and shall serve on the Board of Trustees of the Corporation.

ARTICLE VII.
BOARD OF TRUSTEES

Section 1. The business affairs of this Corporation shall be managed by the Board of Trustees. The number of Trustees may be varied from time to time by the Bylaws, but never shall be less than five (5).

Section 2. Each Trustee shall be a Member of the Corporation.

Section 3. The Board of Trustees shall consist of the current president of the Rotary Club of Fort Lauderdale, the immediate past five (5) presidents of the Rotary Club of Fort Lauderdale, and one (1) Trustee who shall be elected by the members of the Corporation from eligible members of the Corporation. The elected Trustee shall be elected by written ballot at the annual meeting of Members. The elected Trustees shall serve for a period of two (2) years. The elected Trustee may serve two full terms (4 years) in succession. Following a two-year absence from the Board, a person may serve again as the elected Trustee.

ARTICLE VIII.
BYLAWS

Section 1. The Board of Trustees of this Corporation shall provide such Bylaws for the conduct of its business as they may deem necessary from time to time or as may be required by the Members of the Corporation, The Bylaws shall include provisions to prohibit unauthorized conflicts of interest and self-dealing.

Section 2. Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of the Board of Trustees present at any regular meeting or any special meeting called for that purpose and at which a quorum is present. Amendments to the Bylaws also may be amended, altered or rescinded by a majority vote of those Members of the Corporation who are present at any regular meeting or any special meeting of Members called for that purpose and at which a quorum is present.

ARTICLE IX
AMENDMENTS

Section 1. The Articles of Incorporation may be amended at a special meeting of the Members called for that purpose by a majority vote of those present when a quorum of the Members is present.

Section 2. Amendments also may be made at a regular meeting of the Members upon notice given, as provided by the Bylaws, of intention to submit such amendments.

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Such action shall require the affirmative vote of a majority of those present when a quorum of the Members is present.

ARTICLE X.
LOCATION

The principal office of this Corporation shall at all times be located in the City of Fort Lauderdale, State of Florida.

ARTICLE XI.
PRIVATE PROPERTY NOT
SUBJECT TO DEBTS

The private property of the incorporators, Members, Trustees and officers of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

ARTICLE XII.
DISPOSITION OF ASSETS
ON LIQUIDATION

In the event of the liquidation, dissolution or winding up of the Corporation, whether voluntary, involuntary or by operation of law, any disposition of the assets of the Corporation shall be such as is calculated exclusively to carry out the purposes for which the Corporation is formed. In the event of dissolution, the residual assets of the organization shall be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(0)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state, or local government for exclusive public purposes.

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ARTICLE XIII.
COMPENSATION FOR SERVICES

No Trustee, Officer or Member of the Corporation may be paid compensation for services rendered to the Corporation. Any person, including Trustees, Officers and Members, may be reimbursed for reasonable expenses, disbursements or liabilities made or incurred by such person for or on account of the Corporation or in connection with the management and conduct of the affairs of the Corporation.

ARTICLE XIV.
INDEMNIFICATION OF
OFFICERS AND TRUSTEES

Any present or future Trustee or Officer of the Corporation and any present or future trustee or officer of any corporation serving as such at the request of the Corporation because of the Corporation's interest in such other corporation, or the legal representative of any such trustee or officer, shall be indemnified by the Corporation against reasonable costs, expenses (exclusive of any amount paid to the Corporation in settlement) and counsel fees paid or incurred in connection with any action, suit or

proceeding to which any such trustee or officer or his legal representative may be made a party by reason of his being or having been such trustee or officer; provided, (1) said action, suit or proceeding shall be prosecuted against such trustee or officer or against his legal representative to final determination, and it shall not be finally adjudged in said action, suit or proceeding that he had been derelict in the performance of his duties as such trustee or officer; or (2) said action, suit or proceeding shall be settled or otherwise terminated as against such trustee or officer or his legal representative without a final determination on the merits, and it shall be determined by the Board of Trustees or in such other manner as may be provided in the Bylaws that said trustee or officer had not in any substantial way been derelict in the performance of his duties as charged in such action, suit or proceeding. The privilege and power conferred by this Article shall be in addition to and not in restriction or limitation of any other privilege or power which a corporation of the State of Florida may have with respect to the indemnification or reimbursement of trustees or officers.

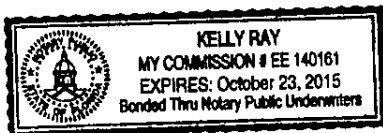
These Amended and Restated Articles of Incorporation were adopted by a majority of the Members of the Corporation at a meeting properly called at which a quorum was present.

Date: The 6th day of May, 2015

By: [Signature]
Name and Title of Officer

ANTHONY J. ABBATE
TREASURER

(Notary Block)



(SEAL)

Kelly Ray, NOTARY PUBLIC

ACKNOWLEDGEMENT

STATE OF FLORIDA, COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 6th day of May, 2015, by Anthony J. Abbate, who is personally known to me or produced identification. Type of identification produced _____

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