

747703

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Kiwanis Club of Greater Pine Island Florida, Inc.

DOCUMENT NUMBER: 747703

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lori Wilson

(Name of Contact Person)

Myers, Brettholtz & Company, PA

(Firm/ Company)

12671 Whitehall Drive

(Address)

Fort Myers, FL 33907

(City/ State and Zip Code)

lori.wilson@mbcopa.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Lori Wilson

(Name of Contact Person)

at (239) 939-5775

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
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☒ \$43.75 Filing Fee &
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(Additional copy is
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☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 14, 2011

LORI WILSON
MYERS, BRETT HOLTZ & COMPANY, P A
12671 WHITEHALL DRIVE
FT. MYERS, FL 33907

SUBJECT: KIWANIS CLUB OF GREATER PINE ISLAND FLORIDA, INC.
Ref. Number: 747703

We have received your document for KIWANIS CLUB OF GREATER PINE ISLAND FLORIDA, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must have original signatures.

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) 245-6908.

Sylvia Gilbert
Regulatory Specialist II

Letter Number: 511A00025736

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TALLAHASSEE, FLORIDA

www.sunbiz.org

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

COVER LETTER

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2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

Kiwanis Club of Greater Pine Island Florida, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

747703

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or " Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

Myers, Brettholtz & Company, PA

12671 Whitehall Drive

New Registered Office Address:

(Florida street address)

Fort Myers

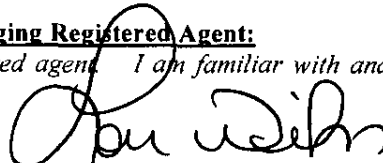
(City)

Florida 33907

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.



Signature of New Registered Agent, if changing

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2011 DEC -6 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Address

St. James City, FL 33956

Bokeelia, FL 33922

St. James City, FL 33956

St. James City, FL 33956

Name

(attach additional sheets, if necessary). (Be specific)

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

Amended

ARTICLES OF INCORPORATION

KIWANIS CLUB OF GREATER PINE ISLAND FLORIDA, INC.

(As amended and restated by the Constitution and Bylaws Committee October 21, 2011)

The undersigned incorporator, desiring to form a corporation (the "Corporation") under the Laws of the State of Florida, as amended (the "Act"), executes the following Articles of Incorporation:

ARTICLE 1

Name

Section 1.01. Name. That the name of said corporation shall be Kiwanis Club of Greater Pine Island Florida, Inc.

ARTICLE 2

Duration

Section 2.01. Duration. This Corporation shall have perpetual existence.

ARTICLE 3

Purpose and Powers

Section 3.01. Type of Corporation. This Corporation is a public benefit corporation.

Section 3.02. Purposes. 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 the purview of Section 501 (c)(3) of the Internal Revenue Code and the Regulations there under.

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, be precept and example, a more intelligent, aggressive, serviceable citizenship.
- (5) To provide through this club, a practical means to form enduring friendships, to render altruistic services, and to build better communities.

- (6) To cooperate in creating and maintaining that sound public opinion and high idealism which has made possible the incurease of righteousness, justice, patriotism, and good will.
- (7) For the purposes of aforesaid, to take over the assets, rights and franchises of the unincorporated club, known as the Kiwanis Club of Greater Pine Island Florida, Inc. and its members
- (8) To do all such things as are incidental or conducive to the attainment of the above objects.

Section 3.03. Limitations Upon Powers. 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. No substantial 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 in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by (a) an organization exempt from Federal taxation under Section 501(c)(3) of the Code and the Regulations or the corresponding provisions of any subsequent Federal tax laws.

ARTICLE 4 **Members**

Section 4.01. Membership. The Corporation shall have members as provided in the Bylaws. 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 5 **Name and Residence of Subscribers**

Section 5.01. Name and Address of the Subscribers. The name and residences of the Subscribers are as follows:

Alexander R. Schwed
5901 Oleander Street
St. James City, FL 33956

Richard Greider
5838 Oleander Street
St. James City, FL 33956

Henry Smith
5363 York Road
St. James City, FL 33956

Robert White
37 Manatee Drive
St. James City, FL 33956

Floyd Wilson
4950 Island Avenue
St. James City, FL 33956

Charles Jelinek
5445 York Road
St. James City, FL 33956

Charles Brock
5129 Roby Avenue
St. James City, FL 33956

ARTICLE 6
Name and Residence of Officers

Section 6.01. Name and Address of the Officers. The name and residences of the Officers are as follows:

President
Brian Faulkner
5147 Anchorage Drive
St. James City, FL 33956

Vice President
William Thacher
5281 Pine Island Road
Bokeelia, FL 33922

Secretary
Scarlett Player
8628 Yukon Court
St. James City, FL 33956

Treasurer
Edmond Phillips
4949 Needle Fish Lane
St. James City, FL 33956

ARTICLE 7
Registered Office and Registered Agent

Section 7.01. Registered Office. The street address of the registered office of the Corporation is 12671 Whitehall Drive Fort Myers FL 33907.

Section 7.02. Registered Agent. The name of the registered agent of the Corporation at the registered office is Myers, Brettholtz & Company, PA.

ARTICLE 8
Provisions for Regulation of Business and Conduct of Affairs of the Corporation

Section 8.01. Management of Corporation. The affairs of the Corporation shall be managed by the Board of Directors of the Corporation.

Section 8.02. Bylaws. Subject to the provisions of the Articles of Incorporation and the Act, the Corporation will be governed and controlled by the Bylaws and Policies of Kiwanis International now in force or hereafter from time to time adopted, insofar as any provision of such Bylaws may be applicable. The corporation will comply with all such conditions and requirements as Kiwanis International may prescribe. 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. No amendments to the Articles of Incorporation or corporate bylaws or change in the purpose of the corporation shall be made without the consent of Kiwanis International.

Section 8.03. Limitation on Powers of Members and Board of Directors. Notwithstanding any contrary provisions in these Articles, neither the members nor the Board of Directors shall have the power or authority to take or authorize any action which shall deprive the Corporation of its status as an exempt organization under the provisions of Section 501(c)(3) of the Code, or such equivalent provision as may hereafter exist from time to time.

Section 8.04. Amendment of Articles of Incorporation. The Corporation reserves the right to amend, alter, change or repeal any provisions contained in the Articles of Incorporation or in any amendment hereto, in any manner now or hereafter prescribed or permitted by the Act or any amendment thereto; provided, nevertheless, that such power of amendment shall not authorize any amendment which would have the effect of disqualifying this Corporation as an exempt organization under the provisions of Section 501(c)(3) of the Code, or such equivalent provision as may hereafter exist from time to time.

ARTICLE 9
Dissolution

Section 9.01. Dissolution. 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 of the 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 United States;

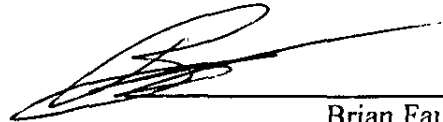
- (b) Organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals;
- (c) No part of the net earnings of which inures to the benefit of any private shareholder or individual; and
- (d) No substantial 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.

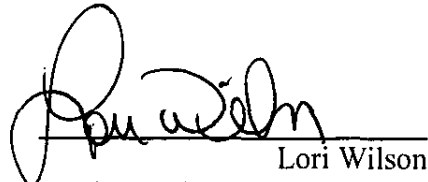
If the corporation holds any assets in trust at the time of dissolution thereof, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court in the county in which the dissolved corporation had its principal office, upon petition therefore by the Attorney General,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

IN WITNESS WHEREOF, the undersigned, being the Treasurer designated in Article 6, executes these Articles of Incorporation this 21st day of October 2011.



Brian Faulkner
President

I hereby accept the appointment as register agent. I am familiar with and accept the obligations of the position.



Lori Wilson
Shareholder of Myers, Brettholtz & Company, PA

The date of each amendment(s) adoption: October 21, 2011

(date of adoption- required)

Effective date if applicable: October 21, 2011

(no more than 90 days after amendment file date)

Adoption of Amendment(s)

(CHECK ONE)

☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated October 21, 2011

Signature 

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Brian Faulkner

(Typed or printed name of person signing)

President

(Title of person signing)