

769/30

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

WAIT

MAIL

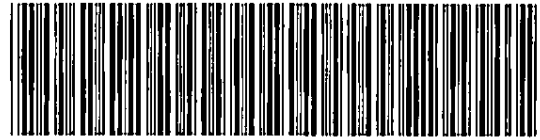
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



900335825389

767130

FOSTER & MACKAY

LAWYERS

400 ROYAL PALM WAY

POST OFFICE BOX 2814

PALM BEACH, FLORIDA 33480

MORRIS W. FOSTER  
STEPHEN L. MACKAY  
STEPHEN L. THOMPSON

TELEPHONE (305) 655-8780  
CABLE ADDRESS: LAWYERS

OF COUNSEL  
OLIVER SABIN

NEW YORK BAR

February 17, 1983

Secretary of State  
Florida Corporate Division  
P. O. Box 6327  
Tallahassee, FL 32301

Dear Sir:

Re-incorporation

RE: PALM BEACH ROTARY FOUNDATION, a Florida Non-Profit Corporation  
Our File #W-2664

Enclosed herewith is an original and a photocopy of ARTICLES OF REINCORPORATION for the above-named corporation.

Likewise enclosed is certified copy and a photocopy of ARTICLES OF INCORPORATION OF THE PALM BEACH ROTARY FOUNDATION showing approval on December 4, 1953 by a Judge of the Circuit Court in and for Palm Beach County, Florida.

Also enclosed is our Trust Check #1335 in the amount of \$35.00, to pay as follows:

FILING FEE.....	\$ 30.00
For 1 certified copy.....	5.00
TOTAL.....	<u>\$ 35.00</u>

FEB 23 12 59 PM '83

We would appreciate processing the enclosed documents as soon as possible.

Sincerely,

FOSTER & MACKAY

Virginia C. Christman  
(Mrs.) Virginia C. Christman, P.E.  
Legal Assistant

Balance due 3.00  
for certified copy

Enclosure SD

MRM	FEB 23 1983
DLB	FEB 25 1983
BL	
TT	2/85

SEARCHED	INDEXED
SERIALIZED	FILED
FEB 23 1983	
FBI - TALLAHASSEE	

767130

ARTICLES OF REINCORPORATION  
OF  
PALM BEACH ROTARY FOUNDATION,  
A FLORIDA NONPROFIT CORPORATION

FEB 23 12 55 PM '62

RECORDED FOR THE  
TALLAHASSEE, FLORIDA

ARTICLE I

Corporate Name

The name of this corporation is PALM BEACH ROTARY FOUNDATION.

ARTICLE II

Corporate Nature

This is a nonprofit corporation, organized solely for general educational, religious, charitable and scientific purposes pursuant to the Florida Corporations Not for Profit law set forth in Section 617 of the Florida Statutes.

ARTICLE III

Duration

The term of existence of the corporation is perpetual.

ARTICLE IV

General and Specific Purposes

The specific and primary purposes for which this corporation is formed are:

(a) This corporation is organized and shall be operated exclusively for religious, charitable, educational, and scientific purposes and it is authorized to accept, hold, administer, invest and disburse for charitable, religious, educational and scientific purposes such funds as may from time to time be given to it by any person, persons or corporations, to receive gifts and make financial and other types of contributions and assistance to needy charitable, religious, educational and scientific organizations and deserving individuals. To make loans and grant scholarships to needy and deserving students and in general to do all things that may appear necessary and useful in accomplishing the purposes hereinabove set out, including the payment of expenses incidental thereto; and to operate exclusively in any other manner for such

religious, charitable, educational and scientific purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations.

#### ARTICLE V

##### Management of Corporate Affairs

(a) Board of Trustees. The power of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Trustees. The number of Trustees of the corporation shall be not less than five (5) nor more than nine (9) each of which shall hold office for a term of three (3) years from July 1st of the year of their election except that the trustees to be elected at a meeting of the membership to be held between the date of re-incorporation of this corporation and July 1, 1983, shall be elected for terms as follows:

Two (2) but not more than three (3) for a term of one (1) year.

One (1) but not more than three (3) for a term of two (2) years.

Two (2) but not more than three (3) for a term of three (3) years.

The duly elected Board of Trustees shall at their first meeting and each year thereafter at their first meeting after July 1st, elect from their number a President, a Vice-President, a Treasurer and a Secretary except that the position of Secretary and Treasurer may be held by the same Trustee.

The annual meeting of this corporation shall be held upon a date to be decided upon by the Board of Trustees during the months of May or June of each year.

The trustees named herein as the first Board of

Trustees shall hold office until the first meeting of members at which time an election of Trustees shall be held.

Any action required or permitted to be taken by the Board of Trustees under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Trustees. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Trustees without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the Trustees to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Trustees are as follows:

NAME	ADDRESS
Stephen Cutter	474 North County Road Palm Beach, FL 33480
David A. Greene	1638 Embassy Drive Apartment 104 West Palm Beach, FL 33401
Paul Danielson	1085 North Lake Way Palm Beach, FL 33480
James V. Fitzpatrick	210 El Brillo Way Palm Beach, FL 33480
Wade D. Key	235 Merrain Road Palm Beach, FL 33480
Stephen L. Thompson	227 8th Street West Palm Beach, FL 3340

(b) Corporate Officers. The Board of Trustees shall elect the following officers: President, Vice-President, Secretary and Treasurer, and such other officers as the bylaws of this corporation may authorize the Trustees to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Trustees. Until such election is held, the following persons shall serve as corporate officers:

NAME	ADDRESS
President: Stephen Cutter	474 North County Road Palm Beach, FL 33480
Vice-President: David Greene	1638 Embassy Drive, Apt. West Palm Beach, FL 33401
Secretary: Stephen L. Thompson	227 8th Street West Palm Beach, FL 33401
Treasurer: Paul Danielson	1085 North Lake Way Palm Beach, FL 33480

#### ARTICLE VI

##### Earnings & Activities of Corporation

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

(b) 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by 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) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(d) Notwithstanding any other provision of these

articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

#### ARTICLE VII

##### Distribution of Assets

Upon dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE VIII

##### Membership

The members of this corporation shall be the members of the Rotary Club of Palm Beach, Palm Beach, Florida.

#### ARTICLE IX

##### Subscribers

The names and residence addresses of the Subscribers of this corporation are as follows:

NAME	ADDRESSES
Stephen Cutter	474 North County Road Palm Beach, FL 33480
David A. Greene	1638 Embassy Drive Apartment 104 West Palm Beach, FL. 33480

Paul Danielson

1085 North Lake Way  
Palm Beach, FL. 33480

#### ARTICLE X

##### Amendment of Bylaws

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not For Profit law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Trustees, or by following the procedure set forth therefor in the Bylaws.

#### ARTICLE XI

##### Indebtedness

The highest amount of indebtedness or liability which this corporation may at any time subject itself shall not exceed one-half its net worth at the time of the contraction of such indebtedness unless said excess debt shall be approved by a vote of a quorum of the members of the corporation.

#### ARTICLE XII

##### Dedication of Assets

The property of this corporation is irrevocably dedicated to religious, educational, charitable, and scientific purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual for other than purposes consistent with these Articles.

#### ARTICLE XIII

##### Registered Agent and Office

The address of the corporation's registered office shall be 400 Royal Palm Way, Palm Beach, Florida, 33480, and the name of its registered agent at said address shall be Stephen L. Thompson.

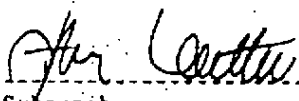


ARTICLE XIV

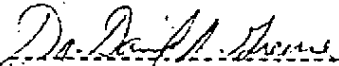
Amendments of Articles

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by a majority of the Board of Trustees.

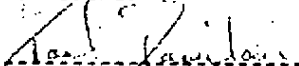
We, the undersigned, being the Subscribers of this corporation, for the purpose of reincorporating this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Reincorporation this 9th day of December, 1982.



Subscriber



Subscriber



Subscriber

STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared Stephen Cutter, David Green and Paul Danielson to me known to be the persons who executed the foregoing Articles of Reincorporation and they acknowledged to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 9th day of December, 1982.



Notary Public

N. P. Seal

My Commission Expires

My Commission Expires

Having been named to accept service of process for the

above stated corporation at the place designated above, I  
HEREBY AGREE TO ACT in this capacity and agree to comply  
with the provisions of all statutes relative to the proper  
and complete performance of my duties.

Dated: December 9, 1982



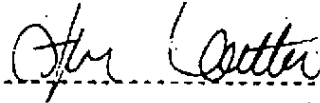
Stephen L. Thompson

CERTIFICATE

The undersigned, as President of Palm Beach ROTARY  
FOUNDATION, hereby certifies that the foregoing Articles of  
Reincorporation of the corporation were unanimously adopted  
and their issuance duly authorized at a meeting of the  
Board of Trustees, duly called and held on December 9, 1982  
at the Breakers Hotel, in Palm Beach, Florida.

PALM BEACH ROTARY FOUNDATION

BY:



President

ATTEST:



Secretary

FEB 23 12:00 PM '62

REC 30 MAR 5 1962

Comm. Law 11,042

*Jul*

ARTICLES OF INCORPORATION  
OF THE  
PALM BEACH ROTARY FOUNDATION

a non-profit corporation

ARTICLE I

The name of this corporation shall be: PALM BEACH ROTARY FOUNDATION.

ARTICLE II

This corporation is organized and shall be operated exclusively for religious, charitable, educational, and scientific purposes and it is authorized to accept, hold, administer, invest and disburse for charitable, religious, educational and scientific purposes such funds as may from time to time be given to it by any person, persons or corporations, to receive gifts and make financial and other types of contributions and assistance to charitable, religious, educational and scientific organizations and deserving individuals. To make loans and grant scholarships to worthy and deserving students and in general to do all things that may appear necessary and useful in accomplishing the purposes hereinabove set out, including the payment of expenses incidental thereto; no part of the net earnings shall inure to the benefit of any private shareholder or individual and no part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation.

ARTICLE III

The names and places of residence of the incorporators are as follows:

T. T. Rezzo, Jr.	247 La Puerta Way	Palm Beach, Florida
John L. Abbe	117 Reef Road	Palm Beach, Florida
Robert C. Hinn	266 North Avenue	Palm Beach, Florida
Philip Reid	364 So. Ocean Blvd.	Palm Beach, Florida
Frederick G. Seelman	124 Eden Road	Palm Beach, Florida

ARTICLE IV

This corporation shall have perpetual existence subject however to all applicable Florida laws now existing and hereafter duly and validly enacted.

*6*

ARTICLE V

The members of this corporation shall be the members of the Rotary Club of Palm Beach, Palm Beach, Florida.

ARTICLE VI

The affairs of this corporation shall be managed by a Board of Trustees of not less than five (5) nor more than nine (9) each of which shall hold office for a term of three (3) years from July 1st of the year of their election except that the Trustees to be elected at a meeting of the membership to be held between the date of incorporation of this corporation and July 1, 1958 shall be elected for terms as follows:

- Two (2) but not more than three (3) for a term of one (1) year.
- One (1) but not more than three (3) for a term of two (2) years.
- Two (2) but not more than three (3) for a term of three (3) years.

The duly elected Board of Trustees shall at their first meeting and each year thereafter at their first meeting after July 1st, elect from their number a President; a Vice-President; a Treasurer and a Secretary, provided that the position of Secretary and Treasurer may be held by the same Trustee.

The annual meeting of this corporation shall be held upon a date to be decided upon by the Board of Trustees during the months of May or June of each year.

ARTICLE VII

The Trustees who are to manage the affairs of this corporation until July 1, 1958 are as follows:

- T. T. Lewis, Jr.
- John L. Latta
- Robert C. Elise
- Philip Reid
- Frederick G. Gouletton

ARTICLE VIII

The by-laws of this corporation may be made, altered or rescinded by the Board of Trustees.

30 12531

-3-

ARTICLE IX

The highest amount of indebtedness or liability which this corporation may at any time subject itself shall not exceed one-half its net worth at the time of the contraction of such indebtedness.

ARTICLE X

The amount in value of real property which this corporation may hold shall be \$500,000.

We the subscribers to this corporate charter have hereinafter set our hands and seals this 30 day of December, 1953.

[Signature] (SEAL)  
[Signature] (SEAL)  
[Signature] (SEAL)  
[Signature] (SEAL)  
[Signature] (SEAL)

ACKNOWLEDGMENT

State of Florida }  
County of Palm Beach }

I, T. T. Keene, Jr., one of the subscribers to the attached Articles of Incorporation of the Palm Beach Rotary Foundation, hereby and by the present acknowledgment that the aforementioned Articles of Incorporation are intended in good faith to carry out the purposes and objects set forth therein.

[Signature]

Subscribed and sworn to before me this 30 day of December, 1953.

[Signature]

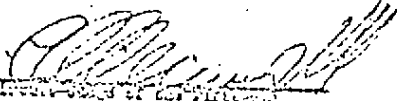
Notary Public in and for the State of Florida  
My Commission Expires Dec. 1, 1955  
Bonded by Palm Beach County, Fla. to \$1,000

NOV 20 1953

-4-

APPROVAL BY CIRCUIT JUDGE

I have this 4 day of December, 1953, examined the Articles of Incorporation of the Palm Beach Rotary Foundation and approve said articles as being in proper form and for objects authorized by Chapter 617, Florida Statutes Annotated.

  
Circuit Judge of the Eleventh  
Judicial Circuit in and for Palm  
Beach County, Florida.

<sup>of</sup>  
This instrument was filed for record at P.M. 4 o'clock Dec 1953 and  
recorded in Comp. Books Book 10 Page 10. I the Clerk,  
Clerk Circuit Court, Palm Beach County, Fla. Witnessed: 11/24/53 John B. Dunkle

**PALM BEACH COUNTY - STATE OF FLORIDA**

I hereby certify that the foregoing is a true copy of the record in my office

Witnessed on January 10 1954

**JOHN B. DUNKLE**  
Clerk Circuit Court

Kathy L. Dixon