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Account Name : FAS-T CORP. AGENTS, INC.
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SECRETARY OF STATE
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TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

THE KIWANIS CLUB OF FLAMINGO-HIALEAH FOUNDATION, INC

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 16, 2001

FAS-T

SUBJECT: THE KIWANIS CLUB OF FLAMINGO-HIALEAH FOUNDATION, INC.
REF: W01000006035

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 must list the corporation's principal office and/or a mailing address in the document.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

You must list at least one incorporator with a complete business street address.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

FAX Aud. #: H01000027682
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ARTICLES OF INCORPORATION
THE KIWANIS CLUB OF FLAMINGO-HIALEAH
FOUNDATION, INC.

ARTICLE I: That the name of said corporation will be **THE KIWANIS CLUB OF FLAMINGO-HIALEAH FOUNDATION, INC.**

ARTICLE II: The principal office of the corporation for transaction of business is to be located within the County of Dade, State of Florida. 1480 W. 5th Ct., Hialeah Fl 33010.

ARTICLE III: The corporation will have perpetual existence.

The manner of election will be stated in the by-laws of the corporation.

ARTICLE IV: (a) 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 thereunder.

(b) The specific purposes are:

1. To give primacy to the human and spiritual rather than to the material value of life.
2. To encourage the daily living of the Golden Rule in all human relationships.
3. To promote the adoption and the application of higher social, business and professional standards.
4. To develop, by precept and example, a more intelligent, aggressive and serviceable citizenship.
5. To provide through this club, a practical means to form enduring friendship, to render altruistic service, and to build better communities.
6. To cooperate in creating and maintaining that sound public opinion and high idealism which makes possible the increase of righteousness, justice, patriotism and good will.

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7. To do all such things as are incidental or conducive to the attainment of the above objects.

ARTICLE V: This corporation is organized pursuant to the General Non-Profit Corporation Law of the State of Florida.

ARTICLE VI: The number of directors of this corporation will be 5.

ARTICLE VII: The names and addresses of those chosen to serve as directors until the election and qualification of their successors are:

ARTICLE VIII: 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, will be set forth in the bylaws.

ARTICLE IX: This corporation does not contemplate the distributions 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 will inure to the benefit of any members or any other individual.

ARTICLE X: 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, will 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 or 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 religiously, 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 benefits 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 will be used within the United States, or any of its possessions, exclusively for the purposes specified in subparagraph (b).

No such organization listed above will qualify for distribution unless such organization will 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 will be disposed of in such manners as may be directed by decree of the Superior Court in the county in which the dissolved corporation had its principal office, upon petition therefor by the Attorney General, or any person concerned in the liquidation.

ARTICLE XI: (a) the corporation and its members will at all times abide and be governed and controlled by the Constitution, Bylaws and Policies of Kiwanis International now in force or hereafter from time adopted, insofar as any provision of such Constitution and Bylaws may be applicable; (b) the corporation will comply with all such conditions and such conditions and requirements as Kiwanis International may prescribe; (c) whenever requested by the Board of Trustees of Kiwanis International, the corporation will dissolve or change its form of organization, as may from time to time be requested by said Board; and (d) no amendments to the Articles of Incorporation or corporate bylaws or change in the purpose of the corporation will be made without the consent of Kiwanis International.

ARTICLE XII: The initial Board of Directors of this Corporation will be comprised of five (5) persons. The name and addresses of the persons who will serve as members of the initial Board of Directors are as follows:

Felix Sanchez	President	1480 W. 5Ct., Hialeah, Fl 33010
Julio Robaina	Secretary	499 W. 23 St., Hialeah, Fl 33010
Eduardo Gonzalez	Treasurer	545 W. 63 St., Hialeah, Fl 33012
Wilfredo Gonzalez	Vice-President #1	545 W. 63 St., Hialeah, Fl 33012
Rene Garcia	Vice-President #2	217 E. 63 St., Hialeah, Fl 33012

ARTICLE XIII: By laws will be herein after adopted at the first meeting of the Board of Directors. The by-laws of the corporation are to be made, altered or amended, if in conformity with the Constitution and By-laws of Kiwanis International, by a two-third (2/3) vote of the active and senior members present at any meeting of the corporation, provided written notice of the proposed

amendment will have been given the members at least two (2) weeks prior to the meeting. There will be no voting by proxy.

ARTICLE XIV: The Articles of Incorporation are to be made, altered or amended, if in conformity with the Constitution and By-laws of Kiwanis International, by a two-third (2/3) vote of the active and senior members present at any meeting of the corporation, provided written notice of the proposed amendment will have been given the members at least two (2) weeks prior of the meeting. There will be no voting by proxy.

ARTICLE XV: The street address of the initial registered office of this corporation will be 4160 W. 16 Ave, Suite 401 Hialeah, Florida, 33012, and the name of the initial registered agent of this corporation at that address is Felix Sanchez

STATE OF FLORIDA }

COUNTY OF DADE }

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared FELIX SANCHEZ, to me known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal this 14 day of MARCH, 2001.



ACCEPTANCE OF REGISTERED AGENT

I hereby accept and agree to be the Registered Agent for The Kiwanis Club of Flamingo Hialeah, Foundation, Inc.

Felix Sanchez / INCORPORATOR.

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