

N01000008505

CLEM, POLACKWICH, VOCELLE & BERG, L.L.P.
ATTORNEYS AT LAW

A LIMITED LIABILITY PARTNERSHIP OF
PROFESSIONAL ASSOCIATIONS:

CHESTER CLEM, P.A.[†]
ALAN S. POLACKWICH, SR., P.A.
LOUIS B. VOCELLE, JR., P.A.^{*†}
PAUL R. BERG, P.A.

JANET M. CARNEY^Δ

ROBERT GOLDEN
OF COUNSEL

3333 - 20TH STREET
VERO BEACH, FLORIDA 32960-2469
TELEPHONE (561) 562-8111
FAX (561) 562-2870
INTERNET www.cpvlaw.com

BREVARD COUNTY OFFICE
321 SIXTH AVENUE
INDIALANTIC, FLORIDA 32903
(321) 725-3303

PLEASE REPLY TO VERO BEACH

* BOARD CERT. CIVIL TRIAL LAWYER
° BOARD CERT. BUSINESS LITIGATION
† CERTIFIED CIVIL MEDIATOR
Δ ALSO ADMITTED IN ARKANSAS

November 28, 2001

Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314-6327

500004702295--4
-12/03/01--01056--003
*****122.50 *****78.75

Re: Kiwanis Club of Vero-Treasure Coast Foundation, Inc.

Gentlemen:

Enclosed herein is original and one copy of Articles of Incorporation for the above proposed corporation, together with Certificate Designating Registered Agent. We would appreciate your approval of this corporation and your certification of the duplicate as soon as possible.

Also enclosed is our check in the amount of \$122.50 covering the following charges:

Filing fee	\$ 35.00
Certified copy	52.50
Registered agent designation	<u>35.00</u>
Total	\$122.50

Please return the certified copy of the Articles of Incorporation to the undersigned.

Sincerely yours,


Chester Clem

CC:ss
Enclosures
c15273

FILED
01 DEC -3 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12-5-01
KSC

ARTICLES OF INCORPORATION OF
KIWANIS CLUB OF VERO-TREASURE COAST FOUNDATION, INC.

FILED
01 DEC -3 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- FIRST: That the name of said corporation shall be: KIWANIS CLUB OF VERO-TREASURE COAST FOUNDATION, INC.
- SECOND: The principal office of the corporation for the transaction of business is to be located within the County of Indian River, State of Florida.
- THIRD: The corporation shall have perpetual existence.
- FOURTH: (a) The purposes for which said corporation is formed are to assist needy persons, particularly young people: to assist worthy individuals in attaining vocational excellence, and to aid handicapped persons in having 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, and to provide support and assistance, financially and otherwise, to worthy individuals and organizations, all within the purview of Section 501 (c) (3) of the Internal Revenue Code and the Regulations thereunder.
- (b) The specific purposes, to the extent consistent with Section 501 (c) (3) of the Internal Revenue Code are:
1. To build, aid, foster and promote the development and welfare of the Kiwanis Club of Vero-Treasure Coast, Florida.
 2. To build and strengthen the following objectives of Kiwanis International:
 - To give primacy to the human and spiritual, rather than to the material values of life.
 - To encourage the daily living of the Golden Rule in all human relationships.
 - To promote the adoption and the application of higher social, business and professional standards.
 - To develop, by precept and example, a more intelligent, aggressive and serviceable citizenship.

To provide, through this corporation, a practical means to form enduring friendships, to render altruistic service and to build better communities.

To cooperate in creating and maintaining that sound public opinion and high idealism which made possible the increase of righteousness, justice, patriotism and good will.

3. To expend its funds for the care, treatment and rehabilitation of crippled or otherwise handicapped persons, particularly children.

To furnish funds to schools, hospitals or other institutions, or to individuals, associations, or groups, for the care, treatment, education, and support of such persons, and for the purpose of research into such care, treatment and education.

To furnish to such crippled or otherwise handicapped persons such aids and appliances as may be necessary or advisable to assist them in carrying on their activities, and to furnish such aids and appliances either directly or through such institutions or others as named above.

To pay the costs of transportation, care and treatment of such persons to and in such institutions as may be suitable to carry on programs of education, sports, hobbies and other activities among children and young people for the purpose of furnishing wholesome recreation or other activities for such persons.

To combat juvenile delinquency by any appropriate means.

To support and promote the major emphasis programs of Kiwanis International and of The Florida District of Kiwanis International.

To support and promote the programs established by Kiwanis Club of Vero-Treasure Coast, Florida.

To raise funds to assist in the furtherance of the education of needy students.

FIFTH: This corporation is organized pursuant to the General Non-Profit Corporation Act of the State of Florida.

SIXTH: The number of directors of this corporation, including officers, shall be no less than five (5) and no more than thirteen (13).

At least fifty percent (50%) plus one (1) of the directors must be present in person or by proxy to constitute a quorum for action by the Corporation.

SEVENTH: The Corporation shall have power to secure by donation, devise, purchase, lease, or otherwise any and all types of property, real and personal, and to hold, manage, lease, encumber, sell, transfer and dispose of same; to collect, hold and use funds and to hold title in fee simple, in trust or otherwise to all its property and to improve the same and generally to exercise all powers authorized for corporations not for profit under the laws of the State of Florida now and hereafter in effect.

To borrow money and issue or pledge its obligations, assets and evidences of indebtedness, and mortgage its properties to secure the payment thereof upon such terms and conditions as the Board of Directors may deem advisable.

EIGHTH: The names and business phone numbers of those chosen to serve as directors until the election and qualification of their successors are:

Adam Bolinger	561-794-9912
Lou Aprile	561-234-0018
Bob Marshbanks	561-569-1154
Anthony Samons	561-563-2008
Eric Johnson	561-770-9903
Jim Brann	561-589-7666
Frank Hoover	561-567-0001
Ken Roberts	561-569-7200
Gary Snow	561-770-9204
Paul Williamson	561-231-9815

NINTH: The authorized number and qualification 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.

TENTH: This corporation shall not distribute gains, profits, assets 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 member or any 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 Fourth hereof.

ELEVENTH: In the event of the dissolution or winding up 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 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 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 recognized by the U.S. Treasury Department as a tax-exempt, non-profit corporation under Section 501 (c) (3) of the United States Internal Revenue Code.

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 Circuit 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. The decree shall specify distribution to organizations or for purposes exempt from tax within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose not inconsistent with the underlying trust.

TWELFTH: The corporation shall distribute its income for each taxable year at such time and in such manner as not to be subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of

any subsequent Federal tax laws.

The corporation shall not engage in any act of self-dealing as defined in Section 4941 (b) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

The corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

The corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

The corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

THIRTEENTH:

- (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 to time adopted, insofar as any provision of such Constitution and Bylaws may be applicable;
- (b) The corporation will comply with all such conditions and requirements as Kiwanis International may prescribe;
- (c) 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; and
- (d) 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.

FOURTEENTH:

Amendments to the Articles of Incorporation may be made after a two-thirds (2/3) vote of the active, senior and privileged members present at any meeting of the organization, provided written notice of the proposed amendment of the Articles of

Incorporation shall have been given the members at least two (2) weeks prior to the meeting and provided further that said proposed amendments have been approved by Kiwanis International.

IN WITNESS WHEREOF, the persons who are to act in the capacity of first directors/incorporators of this corporation have hereunto set their hands this 3rd day of October, 2001.

Adam Bolinger
Adam Bolinger

Lou Aprile
Lou Aprile

Bob Marshbanks
Bob Marshbanks

Anthony Samons
Anthony Samons

Eric Johnson
Eric Johnson

Jim Brann
Jim Brann

Frank Hoover
Frank Hoover

Ken Roberts
Ken Roberts

Gary Snow
Gary Snow

Paul Williamson
Paul Williamson

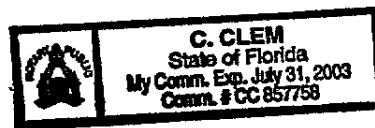
STATE OF FLORIDA

COUNTY OF INDIAN RIVER

Sworn to (or affirmed) and subscribed before me this 3rd day of October, 2001, by Adam Bolinger, Lou Aprile, Bob Marshbanks, Anthony Samons, Eric Johnson, Jim Brann, Frank Hoover, Ken Roberts, Gary Snow and Paul Williamson.

C. CLEM
Notary Public - State of Florida at
Large. Print, type or stamp commission
name of Notary Public: C. CLEM
Personally known: ☒ OR Produced Identification: . Type of Identification
Produced:

c13837
10/3/01



To: The Department of State
Tallahassee, Florida, 32304

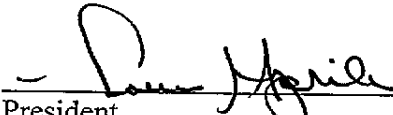
FILED
01 DEC -3 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

In compliance with Section 607.325, of the Florida General Corporation Act, the following
is submitted:

KIWANIS CLUB OF VERO-TREASURE COAST FOUNDATION, INC., with its place
of business at P.O. Box 6381, City of Vero Beach, Florida, ³²⁹⁶¹ has named **CHESTER
CLEM**, located at 3333 20th Street, City of Vero Beach, State of Florida, as its agent to accept
service of process within Florida.


Dated Nov. 27, 2001.



President

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, and I
accept the duties and obligations of Section 607.325 of the Florida General Corporation Act.

Dated Nov. 27, 2001.



Chester Clem, Registered Agent