

NO 200005234

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2 JUL -8 AM 9:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Kiwanis Club of the North Palm Beaches Foundation, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

<input type="checkbox"/> \$70.00 Filing Fee	<input checked="" type="checkbox"/> \$78.75 Filing Fee & Certificate of Status	<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate
ADDITIONAL COPY REQUIRED			

FROM: George D. Swartout
Name (Printed or typed)

628 Inlet Road
Address

North Palm Beach, FL 33408
City, State & Zip

(561) 844-8674
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

G. BLALOCK JUL 1 2002

ARTICLES OF INCORPORATION

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KIWANIS CLUB OF THE NORTH PALM BEACHES FOUNDATION, INC. OF STATE
TALLAHASSEE, FLORIDA

FIRST: That the name of said corporation shall be Kiwanis Club of the North Palm Beaches Foundation, Inc.

SECOND: The principal office of the corporation for the transaction of business is to be 628 Inlet Road, North Palm Beach, Florida, located within the County of Palm Beach.

THIRD: (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:

- I. To raise and collect funds and to disperse them to the community of the North Palm Beaches.
- II. To provide partial college scholarship(s) to a student or students graduating from Palm Beach County High Schools specifically, but not necessarily exclusively, in the north end of the county. A Scholarship Committee will select student(s) based on (A) community service, (B) academic achievement, and (C) need.
- III. To provide funds to bona-fide local charities that are in need of financial support.
- IV. To financially support Kiwanis International and the Florida District of Kiwanis International in participating with charitable activities that include:
 - A. Young Children, Priority One
 - B. Elimination of Iodine Deficiency Disorder (IDD)
 - C. Support of Sponsored Programs of Kiwanis:
 1. **K-Kids Clubs** in the elementary schools
 2. **Builders Clubs** in the middle schools
 3. **Key Clubs** in the high schools
 4. **Circle K Clubs** in the colleges and universities
 5. **Aktion Clubs** for individuals living with disabilities
- V. To engage in charitable activities that will improve the community without relying on personal tax dollars to provide the necessary income that will achieve the same goals.

FOURTH: This corporation is organized pursuant to the General Non-Profit Corporation Law of the State of Florida. The directors are elected by the membership of the Kiwanis Club of the North Palm Beaches.

FIFTH: The number of directors of this corporation shall be five (5). The names and addresses of those chosen to serve as directors until the election and qualification of their successors are:

Joseph G. Watson, 4567 Holly Drive, Palm Beach Gardens, FL 33418
Joseph F. Unger, Jr., 205 Thornton Drive, Palm Beach Gardens, FL 33418
George D. Swartout, 628 Inlet Road, North Palm Beach, FL 33408
Jan L. Kennedy, 2414 Bay Village Court, Palm Beach Gardens, FL 33410
Clifton Perry, 724 Pelican Way, North Palm Beach, FL 33408

SIXTH: The initial registered agent is as follows:

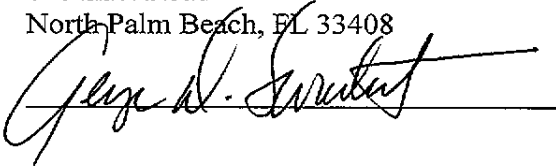
Jan L. Kennedy
2414 Bay Village Court
Palm Beach Gardens, FL 33410



I AM FAMILIAR WITH AND ACCEPT THE APPOINTMENT AS REGISTERED AGENT.

SEVENTH: The name and address of the incorporator of these Articles of Incorporation is:

George D. Swartout
628 Inlet Road
North Palm Beach, FL 33408



EIGHTH: 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.

NINTH: 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.

TENTH: 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, 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 a tax-exempt, non-profit corporation under the United States Internal Revenue Code, and which is recognized 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 therefor by the Attorney General, or any person concerned in the liquidation.

ELEVENTH: (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.

IN WITNESS WHEREOF the persons who are to act in the capacity of first directors of this

corporation have hereunto set their hands this 3RD day of July 2002.

