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**FLORIDA NON-PROFIT CORPORATION**

**STUART-SUNRISE ROTARY CHARITABLE FOUNDATION, INC.**

Certificate of Status	0
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Page Count	07
Estimated Charge	\$70.00

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**ARTICLES OF INCORPORATION  
OF  
STUART-SUNRISE ROTARY CHARITABLE FOUNDATION, INC.**

The undersigned subscribers to these Articles of Incorporation do hereby form a corporation not for profit under the provisions of Chapter 617, FLORIDA STATUTES (2002).

**ARTICLE I  
NAME OF CORPORATION**

The name of this corporation shall be the STUART-SUNRISE ROTARY CHARITABLE FOUNDATION, INC.

**ARTICLE II  
STATEMENT OF CORPORATE NATURE**

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Not For Profit Corporation Act.

**ARTICLE III  
PURPOSES**

The specific and primary purposes for which this corporation is formed are to operate for the advancement of charitable purposes, by the distribution of its funds for such purposes and particularly for the making of distributions to charitable and educational organizations.

The general purposes for which this corporation is formed are to operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 2001 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations qualifying as tax-exempt organizations under that Code.

Prepared by:  
John J. McGlynn III, Esquire  
555 Colorado Avenue  
Stuart, Florida 34994  
(561) 287-2600  
Fla. Bar No.: 0420948

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This corporation shall not, as a substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

#### **ARTICLE IV MEMBERSHIP**

A. Trustees as Membership. The sole class of members of this Corporation shall be its directors.

B. Rights and Liabilities of Members. The members of this Corporation shall have no right, title or interest whatsoever in its income, property or assets, nor shall any portion of such income, property or assets be distributed to any member on the dissolution or winding up of this Corporation. Members of this Corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation, and shall not be subject to any assessments. No stock shall be issued.

#### **ARTICLE V TERM OF EXISTENCE**

The corporate existence of the Corporation shall commence as of the date and time upon which these Articles of Incorporation are filed with the Secretary of State, State of Florida.

This Corporation shall exist perpetually unless dissolved according to law.

#### **ARTICLE VI ADDRESS OF CORPORATION AND REGISTERED AGENT**

The initial street address of the principal office of this Corporation shall be:

1478 S.E. Andrews Street  
Stuart, Florida 34996

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The initial name of the registered agent and initial street address of the agent of the Corporation shall be:

JOHN J. McGLYNN III  
555 Colorado Avenue  
Stuart, Florida 34995-0024

**ARTICLE VIII  
INITIAL DIRECTORS**

- A. The initial number of Directors of this Corporation shall be three.
- B. The number of Directors may be increased from time to time by By-laws adopted by the Board of Directors, Managers, or Trustees and approved by the membership and shall never be less than three.
- C. The name and street address of the initial members of the Board of Directors, who shall serve until the first meeting of the members of the Corporation at which time their successor or successors shall be elected and qualified:

ROBIN HICKS-CONNORS	907 Weir Street Stuart, FL 34994
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PETER A. ALVAREZ	1478 S.E. Andrews Street Stuart, FL 34996
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SCOTT D. PRICE	325 E. Ocean Stuart, FL 34994
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D. Any Director may be removed from office by the vote of a majority of the Directors or the members at any annual or special meeting of the Board of Directors, Managers, or Trustees or the members, for any cause deemed sufficient by such Directors or members.

E. The members of the Corporation shall elect at its first special meeting after the filing of these Articles of Incorporation the persons to serve on the Board of Directors, Managers or Trustees for a term which shall terminate on the date of the first annual meeting of its members.

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**ARTICLE IX  
SUBSCRIBERS TO ARTICLES**

The following are the names and street addresses of the subscribers to these Articles of Incorporation:

ROBIN HICKS-CONNORS	907 Weir Street Stuart, FL 34994
PETER A. ALVAREZ	1478 S.E. Andrews Street Stuart, FL 34996
SCOTT D. PRICE	325 E. Ocean Stuart, FL 34994

**ARTICLE X  
OFFICERS**

A. The Corporation's affairs are to be managed by a President, Vice-President, Treasurer and Secretary.

B. The initial officers of the Corporation who shall serve until their successor or successors shall have been elected and qualified by the Board of Directors at its first special meeting.

President:	ROBIN HICKS-CONNORS
Vice-President:	PETER A. ALVAREZ
Treasurer:	ROBERT E. COOMBS
Secretary:	SCOTT D. PRICE

**ARTICLE XI  
BY-LAWS**

The Directors of this Corporation by a majority vote and with the approval of a majority of its members shall have the power to adopt, amend or repeal By-laws for the management of this Corporation, and the duties of the officers of this Corporation shall be prescribed by such By-laws.

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FAX AUDIT NUMBER: R03000000640 0**ARTICLE XII  
CORPORATE POWERS**

In furtherance, and not in limitation of the general powers conferred by Chapter 617, FLORIDA STATUTES, and all of the purposes and objects hereinabove stated, this Corporation shall, to the fullest extent permitted by the provisions of Chapter 617, FLORIDA STATUTES, as the same may be amended or supplemented, indemnify any and all persons whom it shall have the power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, agreement, vote of the Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director or officer, and shall inure to the benefit of the heirs, executors, administrators and personal representatives of such a person.

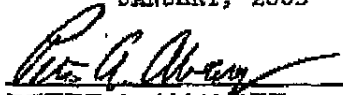
**ARTICLE XIII  
ASSETS DEDICATED TO A CHARITABLE PURPOSE**

Upon dissolution, liquidation and termination of the Corporation, the assets of the Corporation shall be distributed to another organization which is exempt under Internal Revenue Code Section 501(c)(3).

**ARTICLE XIV  
AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be proposed at a special or annual meeting of the Board of Directors and approved by a majority vote of the Board of Directors, unless all the Directors sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto set our hands and seals on this 2nd day of ~~December, 2002~~ JANUARY, 2003, in the City of Stuart, State of Florida.

  
PETER A. ALVAREZ  
ROBIN HICKS-CONNORS  
SCOTT D. PRICEFAX AUDIT NUMBER: R03000000640 0

FAX AUDIT NUMBER: H03000000640 0

STATE OF FLORIDA  
COUNTY OF MARTIN

On this 2nd day of January, 2003, before me, the undersigned authority, personally appeared ROBIN HICKS-CONNORS, who presented his Florida Drivers License as identification and who executed the foregoing Articles of Incorporation, and she acknowledged that she subscribed the said instrument for the uses and purposes set forth therein. Witness my hand and official seal in the County and State last aforesaid on the date aforesaid.



John J. McGlynn III  
MY COMMISSION # DD155493 EXPIRES  
October 6, 2006  
BONDED THROUGH FAIN INSURANCE, INC.  
(NOTARY SEAL)

John J. McGlynn III  
NOTARY PUBLIC  
Print name: John J. McGlynn III  
My commission expires: 10-06-06

STATE OF FLORIDA  
COUNTY OF MARTIN

On this 2nd day of January, 2003, before me, the undersigned authority, personally appeared, PETER A. ALVAREZ, who presented his Florida Drivers License as identification and who executed the foregoing Articles of Incorporation, and he acknowledged that he subscribed the said instrument for the uses and purposes set forth therein. Witness my hand and official seal in the County and State last aforesaid on the date aforesaid.



John J. McGlynn III  
MY COMMISSION # DD155493 EXPIRES  
October 6, 2006  
BONDED THROUGH FAIN INSURANCE, INC.  
(NOTARY SEAL)

John J. McGlynn III  
NOTARY PUBLIC  
Print name: John J. McGlynn III  
My commission expires: 10-06-06

FAX AUDIT NUMBER: H08000000640 0

FAX AUDIT NUMBER: H03000000640 0

STATE OF FLORIDA  
COUNTY OF MARTIN

On this 2nd day of January, 2002, before me, the undersigned authority, personally appeared, SCOTT D. PRICE, who presented his Florida Drivers License as identification and who executed the foregoing Articles of Incorporation, and he acknowledged that he subscribed the said instrument for the uses and purposes set forth therein. Witness my hand and official seal in the County and State last aforesaid on the date aforesaid.



John J. McGlynn III  
MY COMMISSION # D0158473 EXPIRES  
October 6, 2006  
BONDED THRU TROY FARM INSURANCE, INC.

(NOTARY SEAL)

John J. McGlynn III  
NOTARY PUBLIC  
Print name: John J. McGlynn III  
My commission expires: 10-06-06

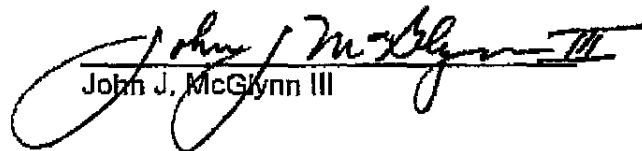
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**ACKNOWLEDGMENT AND ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for the above-stated Corporation, at the place (i.e., registered office) designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said place (registered office).

  
John J. McGlynn III

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