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FLORIDA NON-PROFIT CORPORATION
ROTARY CLUB OF BOCA RATON SUNSET FOUNDATION, INC.

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ARTICLES OF INCORPORATION
OF
ROTARY CLUB OF BOCA RATON SUNSET FOUNDATION, INC.

THE UNDERSIGNED, acting as incorporator of a corporation not-for-profit under the Florida Not-For-Profit Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

Name

The name of the Corporation shall be ROTARY CLUB OF BOCA RATON SUNSET FOUNDATION, INC.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is c/o Bloch, Minerley & Fein, P.L., 980 North Federal Highway, Suite 412, Boca Raton, FL 33432.

ARTICLE III

Purpose

This corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Sections 170(c) and 501(c)(3) of the Internal Revenue Code or corresponding sections of any future federal tax code ("Code").

All funds of the Corporation and any monies from its operation shall be used in the furtherance of the purposes set forth above, and no benefits shall inure to any private parties, except benefits incidental to the objectives of the Corporation. All powers exercised herein shall be in conformance with the provisions of Section 501(c)(3) of the Code.

ARTICLE IV

Powers

The Corporation shall have all of the common law and statutory powers of a not-for-profit corporation organized under the Not-For-Profit Corporation Act of the State of Florida, Chapter 617 of the Florida Statutes. Without in any way limiting the generality of the preceding sentence, the Corporation shall have the power to do any and all things necessary and proper for the accomplishment of its purposes, including, but not limited to, the power to:

- A. Make donations, gifts, contributions and loans from the net income or assets of the Corporation exclusively for the purposes set forth in these Articles of Incorporation;
- B. Accept by donation, gift, devise, bequest, or otherwise, property of every kind and description; and
- C. Borrow and solicit funds for the furtherance of the Corporation's purposes.

ARTICLE V

Limitations

A. No earnings of the Corporation shall inure in whole or in part to the benefit of private individuals or its members, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

B. Notwithstanding any other provisions of these Articles of Incorporation, in the event that it is determined that the Corporation is an organization described in Code Section 501(c)(3), the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Code Section 501(c)(3) and the regulations promulgated thereunder, as they now exist or as they may hereafter be amended.

ARTICLE VI

Distribution of Surplus on Dissolution

In the event of liquidation, dissolution or other discontinuance of the business and operations of the Corporation, the Board of Directors shall, after payment of the just debts and liabilities of the Corporation, distribute the remaining assets to such organization or organizations described in Code Sections 170(c) and 501(c)(3) as the Board of Directors shall consider most nearly meets the objectives and purposes of the Corporation.

ARTICLE VII

Incorporator

The name of the incorporator of this Corporation is Stuart E. Bloch, Esq. and the address of said Incorporator is c/o Bloch, Minerley & Fein, P.L., 980 North Federal Highway, Suite 412, Boca Raton, FL 33432.

ARTICLE VIII

Directors

The number of Directors constituting the initial Board of Directors is three (3) and the names and addresses of the persons who are to serve as initial Directors are:

Steven Laine 500 South Ocean Boulevard, #904
Boca Raton, FL 33432

Steven M. Perman 20401 State Road 7, #G-10
Boca Raton, FL 33498

Phil Lustig III 9937 Majorca Place
Boca Raton, FL 33434

The number of directors on the Board of Directors may be increased or decreased from time to time, but shall never have fewer than three (3) directors, and upon the adoption of the Bylaws of the Corporation, the Directors shall be elected or appointed as provided in the Bylaws.

ARTICLE IX

Bylaws

A. The initial Bylaws of the Corporation shall be adopted by a majority vote of the initial Board of Directors.

B. The Bylaws may be made, amended or rescinded by a majority vote of the Board of Directors.

ARTICLE X

Amendments

These Articles of Incorporation may be amended by a majority vote of the Board of Directors.

ARTICLE XI

Initial Registered Office and Agent

As set forth in the registered agent's written acceptance of his appointment, which shall be delivered to the Florida Department of State together with these Articles of Incorporation, the name

and address of the initial registered agent for the Corporation is Stuart E. Bloch, Esq., 980 North Federal Highway, Suite 412, Boca Raton, FL 33432.

IN WITNESS WHEREOF, The Incorporator has hereunto fixed his signature to these Articles of Incorporation this 10 day of February, 2003.

[Handwritten Signature]
Incorporator

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

This instrument was acknowledged before me this 10th day of February 2003 by STUART E. BLOCH, ESQ. who:
 is personally known to me, or
 produced _____ as identification.

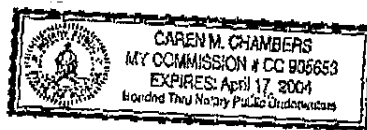
[Handwritten Signature]

Notary Public

CAREN M. CHAMBERS

Print Name

My commission will expire:



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617.0501 of the Florida Not-For-Profit Corporation Act, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent, in the State of Florida.

1. The name of the Corporation is Rotary Club of Boca Raton Sunset Foundation, Inc.
2. The name and address of the registered agent and office of the Corporation is:

Stuart E. Bloch, Esq.
 Bloch, Minerley & Fein, P.L.
 980 North Federal Highway, Suite 412
 Boca Raton, FL 33432

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 Stuart E. Bloch

Date: Feb 10, 2003

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature: 

 Stuart E. Bloch

Date: Feb 10, 2003