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(Requestor's Name)

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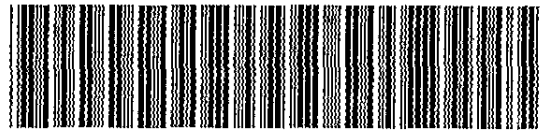
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**W. E. Bishop, Jr., P.A.**

ATTORNEY AT LAW

GERRI FIELD  
LEGAL ASSISTANT

352 / 237-9225  
FAX 352 / 861-2851

7743 S.W. S.R. 200  
OCALA, FLORIDA 34476

August 22, 2003

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

Re: **Rotary Club of Ocala Southwest Foundation, Inc.**

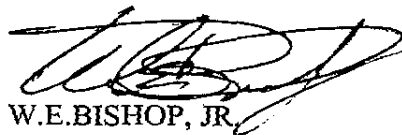
Gentlemen:

Enclosed you will find original and one copy of Articles of Incorporation of **Rotary Club of Ocala Southwest Foundation, Inc.** together with a check for the amount of \$78.75 to cover filing fees, resident agent's fee and certified copy.

If anything additional is required, please advise.

Sincerely,

W.E BISHOP, JR. P.A.



W.E.BISHOP, JR.

WEBjr/b

enclosures

**ARTICLES OF INCORPORATION  
OF  
ROTARY CLUB of OCALA SOUTHWEST FOUNDATION, INC.  
( A Corporation Not-For-Profit)**

**ARTICLE I-Name**

The name of the Corporation is:

**Rotary Club of Ocala Southwest Foundation, Inc.**

**ARTICLE II-Principal Office:**

The principal office or mailing address of the Corporation is:

**9116 SW 91<sup>ST</sup> Circle, Ocala, Florida 34481**

**ARTICLE III -Purposes:**

This Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law ( the "Code") and is not formed for pecuniary profit or financial gain. The Corporation is authorized to perform any lawful act or activity for which corporations not-for-profit may be formed under the Florida Not For Profit Corporation Act. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501 (c)(3) of the Code; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualifications. The Corporation shall distribute it's revenues at such time and such manner so as not to subject the Corporation to tax under Section 4942 of the Code.

**ARTICLE IV-Members**

The members of the Corporation shall consist of the individuals consisting of the Board of Directors hereinafter provided, and their successors in office. The qualifications for membership in the Corporation may be modified as provided in the Bylaws.

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TALLAHASSEE, FLORIDA

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#### **ARTICLE V-Directors**

The number of Directors constituting the Board of Directors of the Corporation shall be as provided in the Bylaws, provided, however, the number of directors shall no be less than three (3) and no more than nine (9). The manner in which the Directors are to be elected or appointed shall be as stated in the Bylaws of the Corporation. The names and addresses of the persons who are to serve as initial Directors until the first annual meeting of the Corporation or until their successors are elected, are:

**SCOTT CAMERON**

**2319 SE 30<sup>TH</sup> Street  
Ocala, Florida 34471**

**DELORIS BROWN**

**7541 W. Tolle Avenue  
Dunnellon, Florida 34433**

**VERN UHLINGER**

**5448 SW 88<sup>TH</sup> Place  
Ocala, Florida 34476**

#### **ARTICLE VI-Officers**

The officers and their manner of election shall be as provided in the Bylaws. The initial persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors or until their successors are elected are:

**President**

**ROBERT J. LYNN**

**Vice-President**

**GARY NORMAN**

**Treasurer**

**APRIL SOUTHALL**

**Secretary**

**DONNA SHUSTER**

#### **ARTICLE VII-Title to Property**

Title to all property of the Corporation shall be held in the name of the Corporation or as otherwise may be provided pursuant to the authority of the Bylaws of the Corporation. Any gifts, bequest, devise or donation of any kind whatsoever to the Corporation or it's Board of Directors shall be deemed to vest title in the Corporation.

#### **ARTICLE VIII-Registered Agent**

The name and address of the Corporation's registered agent is:

ROBERT J. LYNN  
9116 SW 91<sup>ST</sup> Circle  
Ocala, Florida 34481

#### **ARTICLE IX-Bylaws**

The Board of Directors shall provide the Bylaws for the conduct of it's business and business of this Corporation, as the Board of Directors may deem necessary from time to time. Such Bylaws may be amended, altered, or rescinded by a majority of it's vote of the Board of Directors present at any regular meeting or any special called meeting which is called for that purpose.

#### **ARTICLE X-Liquidation**

Upon liquidation or dissolution of the Corporation, it's assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to one or more organizations qualified as exempt under Section 501 (c) (3) of the Code.

#### **ARTICLE XI-Incorporator**

The name and address of the Incorporator is:

ROBERT J. LYNN  
9116 SW 91<sup>ST</sup> Circle  
Ocala, Florida 34481

#### **ARTICLE XII-Prohibited Activities**

**Section 1. Prohibition on Private Inurement.** Notwithstanding any other provision of these Articles to the contrary, no part of the net earnings, current or accumulated, or property of the Corporation shall inure to the benefit of, or be distributed to, any member (other than a number which is exempt from federal income tax under Section 501 (c)(3) of the Code), director, officer, or other private persons, except that that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payment and distributions in furtherance of the purposes set forth in these Articles.

**Section 2. Prohibition on Dividends.** Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not have the power to declare dividends.

**Section 3. Limitation on Lobbying Activities.** Notwithstanding any other provision of these Articles to the contrary, no substantial part of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation.

**Section 4. Prohibition on Intervening in Political Campaigns.** Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

**Section 5. Tax Exempt Status.** Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Sections 170 (c)(2), 2055(a)(2), and 2522(a)(2) of the Code.

**Section 6. Self-Dealing.** The Corporation shall be prohibited from engaging in any act of self-dealing (as defined in Section 4941 (d) of the Code.)

**Section 7. Excess Business Holdings.** The Corporation shall be prohibited from retaining any excess business holding (as defined in Section 4941 (d) of the Code) which would subject the Corporation to tax under Section 4945 of the Code.


**Section 8. Jeopardizing Investments.** The Corporation shall be prohibited from making any investments or otherwise acquiring assets in such a manner so as to subject the Corporation to tax under Section 4944 of the Code. Further, the Corporation shall be prohibited from retaining any assets which would subject the Corporation to tax under Section 4944 of the Code, if the Directors have acquired such assets.

**Section 9. Taxable Expenditures.** The Corporation shall be prohibited from making any taxable expenditures (as defined in Section 4945(d) of the Code).

**ARTICLE XIII-Indemnification**

The Corporation shall indemnify any officer, director or employee, or any former officer, director or former employee, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator, has hereunto set it's hand and seal this 2<sup>nd</sup> day of AUGUST, 2003, for the purpose of forming this Corporation not-for-profit, under the Florida Not-For-Profit Corporation Act.

  
ROBERT J. LYNN  
Incorporator

**ACCEPTANCE OF RESIDENT AGENT**

I am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

  
ROBERT J. LYNN  
Registered Agent

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03 AUG 25 PM 12:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of August 2003, who is ~~is~~ not() personally known to me or provided a \_\_\_\_\_ as identification, and who did not take an oath.

  
Notary Public, State of Florida

