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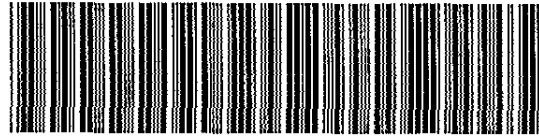
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*Amended &
Restated
Articles*

01/29/04--01021--040 **43.75

DIVISION OF CORPORATION

04 JAN 29 AM 11:48

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 JAN 29 PM 1:07

FILED

Capitol Services, Inc.

2750 Old St. Augustine Rd., N-145

Tallahassee, FL 32301 (850) 878-4734
Kathi or Brent

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. KIAWAH Foundation of Vero Beach, Inc NO3-8872
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☒ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

KIWANIS FOUNDATION OF VERO BEACH, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, by these Amended and Restated Articles of Incorporation, associate themselves for the purpose of forming a corporation not for profit, pursuant to the provisions of Chapter 617, Florida Statutes, and certify as follows:

**ARTICLE I
NAME**

The name of the Corporation shall be KIWANIS FOUNDATION OF VERO BEACH, INC. For convenience, the corporation will be referred to in this instrument as the Corporation. The initial business office shall be 1701 Highway A-1-A, Suite 220, Vero Beach, Florida, 32963. The Mailing address shall be 1701 Highway A-1-A, Suite 220, Vero Beach, Florida, 32963, Attn: Ira C. Hatch, Jr., Esq.

**ARTICLE II
EXISTENCE AND DURATION**

Existence of the Corporation shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Corporation shall exist in perpetuity.

**ARTICLE III
PURPOSE**

The Corporation is organized for the purpose of undertaking all activities allowed under 501(3)(c), Internal Revenue Code and Chapter 617, Florida Statutes. Said organization is organized exclusively for charitable, religious, educational, and/or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code, or corresponding Section of any further Federal Tax Code.

**ARTICLE IV
MEMBERSHIP QUALIFICATION**

Any person who has an interest in this cause shall be eligible for membership upon approval by the Board of Directors.

**ARTICLE V
DIRECTORS**

The number and method of selecting directors of the Corporation shall be as stated in the Bylaws of the Corporation.

**ARTICLE VI
COMPENSATION**

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, directors, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code, or corresponding Section of any future Federal Tax Code; or (b) by an organization, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code, or corresponding Section of any future Federal Tax code.

**ARTICLE VII
NOT-FOR-PROFIT ORGANIZATION**

This Corporation is organized under a non-stock basis and shall at all times be operated as a not for profit organization.

**ARTICLE VIII
DISSOLUTION**

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes 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. Any such assets not disposed of shall be disposed of by the Court of Common Pleas or similar court of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE IX
AMENDMENT OF BY-LAWS AND ARTICLES**

The By-Laws of the Corporation are hereby adopted and shall be amended by a two-thirds (2/3) affirmative vote of the entire Board of Directors. The Articles of the Corporation shall be amended by a seventy-five percent (75%) affirmative vote of the entire Board of Directors.

**ARTICLE X
DESIGNATION OF INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The name and street address of the initial registered agent of the Corporation is:
COASTAL CORPORATE SERVICES, INC., 1701 Highway A-1-A, Suite 220, Vero Beach, FL 32963.

**ARTICLE XI
INCORPORATORS**

The name and address of each incorporator is:

Ira C. Hatch, Jr. 1701 Highway A-1-A, Suite 220, Vero Beach, FL 32963.

IN WITNESS WHEREOF, the undersigned incorporator(s) have executed these Amended and Restated Articles of Incorporation this 24 day of January, 2004.

INCORPORATOR:



IRA C. HATCH, JR.

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Having been named as registered agent on behalf of KIWANIS FOUNDATION OF VERO BEACH, INC., the undersigned hereby accepts the designation of registered agent on behalf of KIWANIS FOUNDATION OF VERO BEACH, INC. and agrees to accept service of process for KIWANIS FOUNDATION OF VERO BEACH, INC. at the place designated in this certificate, 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.

COASTAL CORPORATE SERVICES, INC.,

By: 

IRA C. HATCH, JR.
Its President

Date: January 28, 2004.

The approval for these Amended and Restated Articles of Incorporation was approved by a seventy-five percent (75%) affirmative vote of the entire Board of Directors on the 27th day of January, 2004. as provided for in Article VIII of the Articles of Incorporation. There are no members.