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FLORIDA NON-PROFIT CORPORATION
LAKE WALES BREAKFAST ROTARY FOUNDATION, INC.

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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 4, 2005

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SUBJECT: LAKE WALES BREAKFAST ROTARY FOUNDATION, INC.
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**ARTICLES OF INCORPORATION
OF
LAKE WALES BREAKFAST ROTARY FOUNDATION, INC.
(A Corporation not for Profit)**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation not for profit under Florida law.

I. NAME

The corporation's name is **LAKE WALES BREAKFAST ROTARY FOUNDATION, INC.**

II. PURPOSES AND POWERS

The purposes of the Corporation shall be to be a charitable organization fulfilling charitable purposes in order to:

A. Improve the general quality of life in and to provide opportunity for civic, social, and community improvement for the citizens of the greater Lake Wales, Florida, community, its children in particular.

B. Sponsor camps for underprivileged children in the greater Lake Wales, Florida Community.

C. Co-operate and co-ordinate with other charitable, for profit, non-profit, civic, and governmental entities to provide for and enhance the betterment of the citizens of the greater Lake Wales, Florida, its children in particular.

D. Support and further the aims of Rotary International by engaging in such efforts as worldwide and cross-cultural involvement in educational scholarships, cultural exchanges, disaster relief, poverty and disease eradication, and humanitarian assistance.

E. Receive, maintain and accept, as assets of the corporation, any property, whether real, personal or mixed, by way of gift, bequest, devise or purchase, from any person, firm, trust or corporation, to be held, administered and disposed of in accordance with and pursuant to the provisions of these Articles of Incorporation. However, no gift, bequest, devise or purchase of any such property shall be received or made and accepted if it is conditioned or limited in such manner as shall require the disposition of income or principal to any organization other than a "charitable organization" or for any purpose other than "charitable purposes" within the respective meanings of such quoted terms as defined herein, or which would jeopardize the Federal Income Tax exemption of this corporation pursuant to § 501(c)(3) of the Internal Revenue Code of 1986, as now in force or acts in amendment thereof or substitution therefor.

Instrument Preparer:
James M. Weaver, FBN 212792
WEAVER & MCLENDON, PA
240 Park Avenue
Post Office Box 466
Lake Wales, FL 33859-0466
863/676-6000

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III. DEFINITIONS

In these Articles of Incorporation and in any amendments to it:

A. The terms "charitable organizations" or "charitable organization" shall mean corporations, or other entities formed under United States law, and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which do not participate in, or intervene (including the publishing or distributing of statements) in any political campaign on behalf of any candidate for public office. The organizations described in this Article shall be such only as are entitled to exemption from income tax under § 501(c)(3) of the Internal Revenue Code of 1986, or acts in amendments thereof or substitution therefore.

B. The term "charitable purposes" shall be limited to only religious, charitable, scientific, literary or educational purposes as defined in § 501(c)(3) of the Internal Revenue Code of 1986, or as amended.

IV. MEMBERSHIP

The qualifications for members and the manner of their admission are provided for in the Bylaws of the corporation.

V. TERM OF EXISTENCE

The corporation is to exist perpetually.

VI. STREET ADDRESS

The street address of the corporation is 230 East Tillman Avenue, Lake Wales, FL 33853 and the mailing address of the corporation is Post Office Box 990, Lake Wales, FL 33859-0990. The Registered Agent is MICHELLE HURST, and her address is 230 East Tillman Avenue, Lake Wales, FL 33853. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

VII. DIRECTORS

The Board of Directors shall exclusively manage the affairs of the corporation and shall consist of no less than three (3) members and no more than twenty-one (21) members. The Board shall be elected at the Annual meeting of the Board of Directors. The initial Board of Directors shall consist of the following persons with their addresses shown:

NAME/ADDRESS

JIM BELL
905 North Crooked Lake Drive
Babson Park, FL 33827

BILL REDMON
922 Strathmore Place
Lake Wales, FL 33853

JUDI CORRIVEAU
3281 Harbor Beach Drive
Lake Wales, FL 33859

WENDY REDMON
922 Strathmore Place
Lake Wales, FL 33853

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DICK HOWELL
839 Carlton Avenue
Lake Wales, FL 33853

CAROLE SCROGGINS
9 Spring Court
Frostproof, FL 33843

MICHELLE G. HURST
335 North Scenic Highway
Lake Wales, FL 33859

ROBERT D. SHIELDS
3570 Silver Oak Court
Lake Wales, FL 33898

GREG LOVE
3267 Harbor Beach Drive
Lake Wales, FL 33859

JAMES M. WEAVER
1990 North Scenic Highway
Babson Park, FL 33827

JAMES G. MOYER
13895 U.S. Highway 27 South
Lake Wales, FL 33859

DON WILLIAMS
2073 Capps Road
Lake Wales, FL 33853

FOX RAWLINGS
2170 North Scenic Hwy
Babson Park, FL 33827

KEITH WINDHAM
1046 Santa Maria Road
Lake Wales, FL 33853

VIII. OFFICERS

The affairs of the corporation are to be set by the Board of Directors and carried out by a president, a vice president, a secretary, a treasurer and such other officers as the Board of Directors determines. The Board of Directors will elect officers at least annually. The names and offices of the persons who are to serve as officers until the first election of officers are:

NAME
MICHELLE G. HURST
WENDY REDMON
KEITH WINDHAM
CAROLE SCROGGINS

OFFICE
President
Vice President
Secretary
Treasurer

IX. INCORPORATORS

The name and street address of the subscriber to these Articles of Incorporation are **MICHELLE G. HURST**, 230 East Tillman Avenue, Lake Wales, FL 33853.

X. AMENDMENTS TO ARTICLES AND BY-LAWS

The Board of Directors shall have the power to adopt, alter, and rescind the Articles of Incorporation and the Bylaws by a two-thirds (2/3) vote of its members.

XI. NONPROFIT CHARACTER

A. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state, or local government for exclusive public purpose.

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B. Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue Law.

GIVEN by the undersigned subscriber on March 2, 2005.

Michelle G. Hurst
MICHELLE G. HURST, Incorporator

ACKNOWLEDGMENT

The foregoing instrument was acknowledged before me in Polk County, Florida, on March 2, 2005, by MICHELLE G. HURST, personally known to me.



[Signature]
Notary Public

REGISTERED AGENT CERTIFICATE

CERTIFICATE DESIGNATING PRINCIPAL PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

LAKE WALES BREAKFAST ROTARY FOUNDATION, INC., desiring to organize and incorporate under Florida law with its principal office and its registered office as indicated in the Articles of Incorporation, has named MICHELLE G. HURST as its agent to accept service of process within this State in compliance with Fla. Stat. § 48.091.

ACKNOWLEDGMENT

Having been named to accept service of process for the above Corporation at the place designated in this certificate, I hereby agree to act in this capacity and agree to keep the office open in compliance with Fla. Stat. § 48.091.

Michelle G. Hurst
MICHELLE G. HURST, Registered Agent

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ARTICLES OF INCORPORATION

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