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FLORIDA NON-PROFIT CORPORATION

The Lions Club Foundation of the Palm Beaches, Inc.

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MAR. 24. 2005

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JONES FOSTER JOHNSTON & STUBBS

NO. 602

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MAR 24 2005
CLERK OF STATE
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

05 MAR 24 AM 10:47

OF

THE LIONS CLUB FOUNDATION OF THE PALM BEACHES, INC.

A Florida Corporation Not for Profit

I, the undersigned, desiring to form a charitable corporation under and by virtue of the provisions of Chapter 617 of the Florida Statutes, hereby make, subscribe, and file these Articles for that purpose as follows:

ARTICLE I

Name

The name of this corporation shall be The Lions Club Foundation of the Palm Beaches, Inc.

ARTICLE II

Initial Registered Office and Agent

Principal Office and Mailing Address

The initial registered office and principal office this corporation shall be located at 7540 Clarke Road, West Palm Beach, Florida 33406. The name of the initial Registered Agent of this corporation shall be Mark H. Herrick. The mailing address of the corporation shall be Post Office Box 6014, West Palm Beach, FL 33405.

ARTICLE III

Purpose and Powers

The corporation shall not provide any pecuniary gain or profit to its members. The principal purpose for which the corporation is formed is to create and foster a spirit of understanding among all people for humanitarian needs by providing voluntary services through community involvement and international cooperation. More specifically, the purposes of the organization include, but are not limited to, the following: providing glasses for the visually impaired, provide and support the training of guide dogs, support the Lions Camp for the Blind, schools for the blind, various eye banks, and to support other organizations which benefit the visually handicapped such as Lighthouse for the Blind and the Braille Club. In

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the area of providing benefits for the hearing impaired, the Foundation may provide hearing aids and funds for medical procedures. The Foundation may also provide benefits for those suffering from diabetes. All of the foregoing may be effected via the possibility of making distributions to people in need and/or funding directly to organizations that qualify as exempt organizations under Section 501(c)(3) of the United States Internal Revenue Code of 1986 (or the corresponding provisions of any future amendment of the Internal Revenue Service) hereinafter referred to as The Internal Revenue Code.

The corporation shall have the power to acquire assets by gift, devise, bequest, purchase, lease or otherwise, and to hold, own, occupy, use, manage, improve, develop, maintain, lease, sell, mortgage, transfer, invest in or reinvest in, or otherwise deal with any real or personal property (tangible or intangible) of whatever kind and description and wherever situated, or with any estate or interest, legal or equitable, in the property, to borrow money and to make, accept, endorse, execute and issue promissory notes or other obligations in payment for property acquired or money borrowed; and to do all such other acts as are necessary or convenient to carry out the purposes set forth in these Articles.

Final control of and responsibility for the receipt, management and distribution of all funds by the corporation shall rest with the Board of Directors who shall, among other duties, insure that the corporation shall not be subject to tax under Section 4942 of the Internal Revenue Code.

No substantial part of the activities of the corporation shall be attempting to influence legislation by propaganda or otherwise.

Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted by the laws of the State of Florida:

A. by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or

B. by a corporation, contributions to which are deductible under Section 170(e)(2) of the Internal Revenue Code, or

C. by a corporation from pursuant to Chapter 617, Florida Statutes, with particular reference to Florida Statutes 617.0105 dealing with the prohibited activities of private foundation.

The Board of Directors are further prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; from retaining any excess business holdings, within the meaning of Section 4942(c) of the Internal Revenue Code; from making or retaining any investments which would subject the Trust to tax under Section 4944 of the Internal Revenue Code; and from making any taxable expenditures as defined in Section 4945(d) of the

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Internal Revenue Code. The Board of Directors shall make distributions at such time and in such manners as not to subject the Trust to tax under Section 4942 of the Internal Revenue Code.

No part of the activities of this corporation shall be the participation in, or intervention in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV

Limitations on the Disposition of Corporate Assets and New Earnings

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, Board of Directors, officers or other private persons, except that the corporation 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 Article III, *supra*.

ARTICLE V

Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively to provide care for the sight and hearing impaired as *shall at that time qualify as one or more exempt organizations under Section 501(c)(3) of the Internal Revenue Code*, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Palm Beach County, Florida, exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes.

ARTICLE VI

Term of Existence

This corporation shall have perpetual existence.

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ARTICLE VII

Name and Address of the Incorporator

The name and address of the Incorporator is:

Mark H. Herrick
7540 Clarke Road
West Palm Beach, Florida 33406

ARTICLE VIII

Officers and Times of Their Election

The Board of Directors shall choose annually, to manage the affairs of the corporation, subject to the control of the Board of Directors, the following officers: a President, one or more Vice Presidents, a Secretary, a Treasurer, or Secretary/Treasurer, and such other officers as the Board of Directors may deem advisable or necessary. The President must also be a member of the Board of Directors. Each of such officers shall hold office-until the next annual election or until his/her successor is chosen or qualified.

ARTICLE IX

Board of Directors

The number of Board members of this corporation shall not be less than three (3) nor more than fifteen (15), and shall be elected annually by the members of The West Palm Beach Lions Club, Inc., which is a member of The International Association of Lions Clubs in District 35D thereof. The names of the persons comprising the initial Board members of the corporation until their successors are nominated and appointed as provided in the By-Laws are: Mark H. Herrick, Allen D. Preston and Timothy L. Carew.

ARTICLE X

By-Laws

By-Laws shall be made by the Board of Directors. All alterations or revisions of the By-Laws shall be made by the Board of Directors at any regular or special meeting duly called and held for that purpose in accordance with the By-Laws.

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ARTICLE XI

Amendments to Articles of Incorporation

The Articles of Incorporation may be amended from time to time by resolution of the Board of Directors at any regular meeting or at any special meeting duly called for that purpose. The resolution shall be certified to be correct by the President and Secretary and filed in the Office of the Secretary of State, State of Florida.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 17 day of ~~January~~^{March}, 2005.


Mark H. Herrick, Incorporator

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted
in compliance with said Act:

That The Lions Club Foundation of the Palm Beaches, Inc., desiring to organize under the laws of the State of Florida as a corporation not for profit, with its Registered Office as indicated in the Articles of Incorporation at 7540 Clarke Road, West Palm Beach, Florida 33406, has named MARK H. HERRICK as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


MARK H. HERRICK

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