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**FLORIDA NON-PROFIT CORPORATION**

**Vero Beach Senators Foundation, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
VERO BEACH SENATORS FOUNDATION, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be as follows:

VERO BEACH SENATORS FOUNDATION, INC.

**ARTICLE II. PURPOSE**

The general nature of the objectives and purposes of this corporation shall be:

A. The 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 Section 501(C)(3) of the Internal Revenue Code of 1986 (hereinafter referred to as "the Code").

B. This Corporation shall not be organized for the pecuniary or business profit of its members, directors, officers or any other individuals connected with this corporation.

C. To acquire by gift or purchase, hold, sell, convey, assign, mortgage or lease any property, real or personal, for said charitable purpose as the Board of Directors in their discretion may determine.

D. To borrow money and to issue evidence in the furtherance of any and all of the

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objects of its business, and to secure loans by mortgage, pledge, deed of trust or other lien.

E. To engage in any kind of activity and to enter into, perform and carry out contracts of any kind necessary or in connection with or incidental to the accomplishment of any one or more of the non-profit purposes of the corporation.

### ARTICLE III. QUALIFICATIONS OF MEMBERS

The membership of this corporation shall constitute all persons hereinafter named as incorporators and such other persons as from time to time hereafter may become members in the manner provided by the Bylaws.

### ARTICLE IV. TERM OF EXISTENCE

The corporation is to exist perpetually.

### ARTICLE V. SUBSCRIBERS

The names and addresses of the incorporators to these Articles are:

Robert Gardiner  
886 26<sup>th</sup> Avenue  
Vero Beach, FL 32960

Greg Holtan  
2036 32<sup>nd</sup> Avenue  
Vero Beach, FL 32960-2430

John Hardin  
1146 22<sup>nd</sup> Court  
Vero Beach, FL 32960

Al Drew  
965 East Causeway Boulevard  
Vero Beach, FL 32963

Doyle Sewell  
230 11<sup>th</sup> Court  
Vero Beach, FL 32962

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ARTICLE VI. OFFICERS

Section 1. The Officers of the corporation shall be a President, Vice President, a Secretary, a Treasurer, and such other officers as may be provided in the Bylaws.

Section 2. The names of the persons who are to serve as officers of the corporation until the First Meeting of the Board of Directors and their residences are:

Robert Gardiner - President  
886 26<sup>th</sup> Avenue  
Vero Beach, FL 32960

Greg Holtan - Vice President  
2036 32<sup>nd</sup> Avenue  
Vero Beach, FL 32960-2430

John Hardin - Secretary/Treasurer  
1146 22<sup>nd</sup> Court  
Vero Beach, FL 32960

Al Drew - Director  
965 East Causeway Boulevard  
Vero Beach, FL 32963

Doyle Sewell - Director  
230 11<sup>th</sup> Court  
Vero Beach, FL 32962

ARTICLE VII. BOARD OF DIRECTORS

Section 1. The Business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have five (5) Directors initially. The number of Directors may be increased from time to time by the Bylaws but shall never be less than three (3) or more than eleven (11).

Section 2. Upon proper notice, the Bylaws may be amended, altered or rescinded

by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

#### ARTICLE IX. AMENDMENTS

Section 1. Articles of Incorporation may be amended at a Special Meeting of the membership for that purpose by two-thirds of vote of those present.

Section 2. Amendments may also be made at a Regular Meeting of the membership upon notice given as provided by the Bylaws of intention to submit such amendments.

#### ARTICLE X. LOCATION AND PRINCIPAL OFFICE

The location of this corporation shall be in Indian River County, Florida and the principal office address shall be 6780 26<sup>th</sup> Street, Vero Beach, Florida 32966.

#### ARTICLE XI. DISTRIBUTION OF ASSETS UPON DISSOLUTION

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private individuals, but 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 II hereof. It is intended that this Corporation shall have and continue to have the status of a corporation which is exempt from federal taxation under Section 501(a) of the Code, and as an organization described in Section 501(C)(3). These Articles shall be construed accordingly, and all powers and activities hereunder shall be limited accordingly. No part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. No activity of the Corporation shall consist of participating in or intervening in

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(including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 2. Notwithstanding anything to the contrary hereinbefore contained, the Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of said Code; and the Corporation shall not engage in any of self-dealing (as defined in Section 4941(d) of said Code), retain any excess business holdings (as defined in Section 4943 (c) of said Code), make any investments in such manner as to subject the Corporation to tax under Section 4944 of said Code, or make any taxable expenditures (as defined in Section 4945(d) of said Code).

Section 3. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable, educational or scientific purposes to such "qualified" organizations as the Board of Directors shall determine. An organization shall be deemed to be a "qualified" organization for the purposes of this Article Eleven only if at the time of the distribution of such assets it is operated exclusively for the purposes described in Sections 170(c)(2)(B) and 501(c)(3) of the Code.

Section 4. The affirmative vote of two-thirds of the whole number of Members then serving shall be required to adopt or approve the following actions:

- (A) Liquidation or dissolution of the Corporation;
- (B) Merger, consolidation or transfer of substantially all the assets of the Corporation; and
- (C) Repeal, modification, amendment, in whole or in part, or addition to the

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Articles of Incorporation or adoption of new Articles of Incorporation.

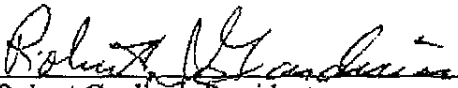
Section 5. Any reference in these Articles to a section of the Internal Revenue Code shall be interpreted to include a reference to the corresponding provisions of any applicable United States Internal Revenue Law.

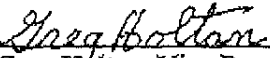
ARTICLE XII. RESIDENT AGENT

The resident agent of this Corporation initially, and his address, is as follows:


Robert Gardiner, 886 26th Avenue, Vero Beach, FL 32960.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals  
on this 16th day of <sup>Aug.</sup> ~~July~~, 2005.

  
Robert Gardiner, President

  
Greg Holtan, Vice President

  
John Hardin, Secretary/Treasurer

  
Al Drew, Director

  
Doyle Sewell, Director

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared **Robert Gardiner, President**, who is ☒ personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, or ☐ who produced \_\_\_\_\_ as identification, and he acknowledges before me that he has executed these Articles of Incorporation.

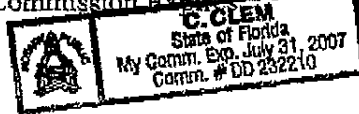
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In Witness Whereof, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 16<sup>th</sup> day of July, 2005.

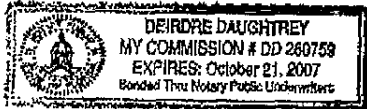
STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

  
NOTARY PUBLIC, State of Florida  
My Commission Expires

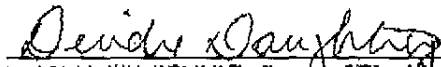


Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared **Greg Holtan, Vice President**, who is ☐ personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, or ☐ who produced FL drivers license as identification, and he acknowledges before me that he has executed these Articles of Incorporation.

In Witness Whereof, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 16<sup>th</sup> day of July, 2005.



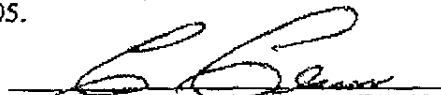
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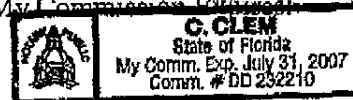
  
NOTARY PUBLIC, State of Florida  
My Commission Expires:

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared **John Hardin, Secretary/Treasurer**, who is ☒ personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, or ☐ who produced \_\_\_\_\_ as identification, and he acknowledges before me that he has executed these Articles of Incorporation.

In Witness Whereof, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 16<sup>th</sup> day of July, 2005.

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER

  
NOTARY PUBLIC, State of Florida  
My Commission Expires



Before me, a Notary Public authorized to take acknowledgements in the State and County set

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forth above, personally appeared **Al Drew, Director**, who is ☐ personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, or ☒ who produced Al Drew's license as identification, and he acknowledges before me that he has executed these Articles of Incorporation.

In Witness Whereof, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 16th day of Aug, 2005.

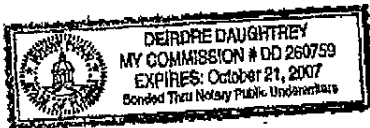
Yvonne B. Fertic  
NOTARY PUBLIC, State of Florida  
My Commission Expires:

STATE OF FLORIDA  
COUNTY OF INDIAN RIVER



Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared **Doyle Sewell, Director**, who is ☐ personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, or ☒ who produced Doyle's license as identification, and he acknowledges before me that he has executed these Articles of Incorporation.

In Witness Whereof, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 18th day of Aug, 2005.



Deirdre Daughtry  
NOTARY PUBLIC, State of Florida  
My Commission Expires:

**ACCEPTANCE OF RESIDENT AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

The undersigned, having been named to accept service of process for VERO BEACH SENATORS FOUNDATION, INC., at the place designated in the Articles of Incorporation of said corporation, hereby agrees to act in this capacity, and agrees to comply with the provisions of said Act relative to keeping open said office.

Robert J. Landrum  
Resident Agent

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