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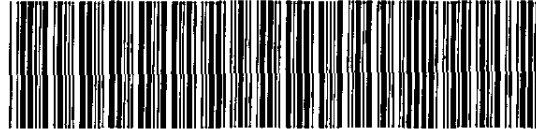
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C.F. 11-8

To Whom it May Concern,

Enclosed is a package for a Filing and to be Certified for an Incorporation.

I am one of the Directors for this Corporation and have done all the paper work.

I have the file in my possession and if you have any questions, since I have done all the leg work, please call me for additional information.

Harry J. Wagner
13659 Dunn Creek Rd.
Jacksonville, FL 32218
hjwagner@bellsouth.net

(904) 757-0571

(904) 708-0943

TO: Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: First Coast Lions Charitable Trust of First Coast of Florida, Inc.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :\$78.75

FROM: First Coast Lions Charitable Trust
of First Coast of Florida, Inc.
6412 Putnam St.
St. Augustine, FL 32080
(904) 687-9563

**ARTICLES OF INCORPORATION
OF
FIRST COAST LIONS CHARITABLE TRUST
OF FIRST COAST OF FLORIDA, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida applicable to corporations not for profit, under the following proposed charter:

**ARTICLE I
NAME AND LOCATION**

Section 1. The name of this corporation shall be First Coast Lions Charitable Trust of First Coast of Florida, Inc.

The principal office of the corporation shall be located at the St. Augustine Lions Club which is presently located at 6412 Putnam St., St Augustine, FL 32080.

Section 2. The principal office may be relocated or branch officers established elsewhere to conduct the business of the corporation as the Board of Directors may determine necessary for the best interests of the corporation.

**ARTICLE II
MISSION AND OBJECTIVES**

Section 1. The mission of the Corporation is to:

- a. coordinate, develop, consolidate, and conduct, specific charitable programs of the Lions Clubs in Northeast Florida (First Coast), which consist of Baker, Clay, Nassau, Duval and St. Johns Counties in the State of Florida.
- b. develop and cultivate additional sources of funding for charitable purposes which may be available, but not being actively sought by individual Lions Clubs on the First Coast of Florida
- c. Said organization 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, or corresponding section of any future federal tax code.

Section 2. The exclusive objectives of the corporation, with the meaning of IRC Section 501(c)(3), are:

- a. without limit to amount, to solicit and accept gifts, grants, bequests, or by other legal means, money or property from private or governmental sources to benefit the charitable objectives of the Lions clubs on the First Coast of Florida.
- b. to develop strategies and multi-club charitable programs which will assist the Lions Clubs on the First Coast of Florida in achieving their charitable objectives.

c. to assist the Lions Clubs of the First Coast of Florida in funding it medical assistance and other humanitarian charitable projects, to the extent that other funding sources are not available. Medical assistance projects shall include both sight and non-sight related projects.

d. to establish and operate a fund to assist Lions Clubs on the First Coast to purchase eye glasses for the needy when the Lions Clubs do not have the funds to purchase these glasses.

e. to establish and operate a free Sight and Hearing Mobile Screening Van project to be operated and managed by the Lions on the First Coast of Florida.

f. to establish and operate other similar programs and projects determined necessary by the Board of directors to carry out the charitable mission and objectives of the corporation.

ARTICLE III TERM

Section 1. This corporation shall remain in existence until terminated by a two-thirds vote of its Board of Directors.

ARTICLE IV SUBSCRIBERS

Section 1, The names and addresses of the subscribers are as follows:

<u>Names</u>	<u>Addresses</u>
William R. Meares	6412 Putnam Street, St. Augustine, FL 32080
Dennis Bradford	2012 Hovington Cir. W. Jacksonville, FL 32246
Nancy Sweigart	1848 Woodleigh Drive W. Jacksonville, FL 32211
Tommy Dover	6027 Greenberry Lane, Jacksonville, FL 32211
John B. Stuart	10253 Briarcliff Road E. Jacksonville, FL 32218
Edward L. Knoff Jr.	5232 Sharon Ter. Jacksonville, FL 32207
Helen P. Prescott	10318 Debutante Drive S. Jacksonville, FL 32246
Francis E. Prescott	10318 Debutante Drive S. Jacksonville, FL 32246
Harry J. Wagner	13659 Dunn Creek Road, Jacksonville, FL 32218

Section 2. All of the subscribers of this Corporation as of full age, are residents and citizens of the State of Florida and of the United States of America, and are members in good standing of Lions Clubs on the First Coast of Florida.

**ARTICLE V
MEMBERSHIP**

Section 1. Membership shall consist of all active Lions Club members in good standing within the Lions clubs on the First Coast of Florida, and other Lions Clubs in good standing in District 35-L that may wish to join, with approval of the corporate Board of Directors.

**ARTICLE VI
BOARD OF DIRECTOR**

Section 1. The affairs and business of the Corporation shall be managed by a Board of Directors elected annually by members of the corporation at its annual membership meeting.

Section 2. There will be 5 Directors elected at its annual membership meeting. Initially three directors shall be elected to serve two year terms and the remaining two directors shall be elected to serve one term.

Section 3. At the annual membership meeting there shall be elected a President, Vice President, Secretary and Treasurer.

Section 4. No Board Member shall receive any compensation for any service rendered to the corporation in his/her official capacity.

**ARTICLE VII
AMENDMENTS TO THE ARTICLES OF INCORPORATION**

Section 1. These Articles of Incorporation may be amended by an affirmative vote of two-thirds of the Board of Directors present at any regular meeting of the Board, provided that notice of such proposed amendments has been given at a previous meeting of the Board.

**ARTICLE VIII
BY-LAWS**

Section 1. The Board of Directors shall have the power to make and adapt and from time to time amend the By-laws, rules, regulations and procedures, or any of the foregoing; regulate the admission, suspension or expulsion of its members and the number, elections and duties of its officers, the safekeeping of its property, and the management of its affairs.

**ARTICLE IX
SEAL**

Section 1. The Corporation shall have a corporate Seal.

**ARTICLE X
PARLIAMENTARY PRACTICES**

Section 1. Except as otherwise specifically provided in this Constitution, or in its By-Laws, all questions of order or procedure with respect to any meeting or action of this corporation, its members, board of directors, or any committees appointed hereunder shall be determined in accordance with Robert's Rules of Order Newly Revised, as revised from time-to-time.

**ARTICLE XI
SPECIAL PROVISIONS**

Section 1. Each Director , or former Director of the Corporation, or any person who shall serve or may have served at its request as a Director or an Officer of another Corporation in which it owns shares of capital stock, or of which it is a creditor, shall be indemnified by the Corporation against expense actually or necessarily incurred by him/her in connection with the defense of any action, suit or proceeding in which he/she is made a party by reason of his/her having been a Director of the Corporation, except in relation to matters as to which he/she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance of his/her duties as such Director.

**ARTICLE XII
DISSOLUTION**

Section 1. This Corporation is "Not for Profit" Corporation under the laws of the State of Florida.

Section 2. No Lions Club, Lions Club Member, individual , firm, or corporation shall ever receive dividends or proceeds from the undertaking of the Corporation.

Section 3. In the event of dissolution of this Corporation, all remaining assets, after payment of all debts and liabilities, shall be distributed to the Multiple District 35 Lions Club entities which are exempt under the provisions of Sec. 501(c)(3) of the Internal Revenue Code selected by a majority vote of the Corporation's Board of Directors.

Section 4 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 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 XIII
REGISTERED OFFICE/AGENT**

Section 1. The street and mailing address of the initial registered office of the corporation is 6412 Putnam Street, St. Augustine, FL 32080. The name of the initial registered agent at such address is William R. Meares.

IN TESTIMONY WHEREOF, we the undersigned incorporators, have affixed our signatures this 22ND day of NOVEMBER, 2005

I HEREBY AM FAMILIAR WITH AND ACCEPT
THE DUTIES AND RESPONSIBILITIES OF THE
REGISTERED AGENT.

William R. Meares

William R. Meares / Registered Agent

Dennis Bradford

Dennis Bradford

Nancy L. Sweigart

Nancy Sweigart

Tommy Dover

Tommy Dover

John B. Stuart

John B. Stuart

Edward L. Knoff Jr.

Edward L. Knoff Jr.

Helen P. Prescott

Helen P. Prescott

Francis E. Prescott

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Harry J. Wagner

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