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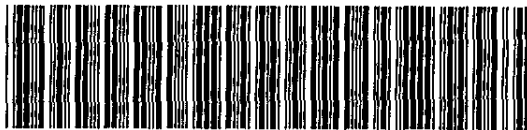
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## COVER LETTER

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

SUBJECT: THE ROTARY CLUB OF ST. PETERSBURG MIDTOWN CHARITIES, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: ROBERT D. DERRY  
Name (Printed or typed)

7430 SUNSHINE SKYWAY LN. S. #504  
Address

ST. PETERSBURG FL 33711  
City, State & Zip

(727) 967-4976  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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**Articles of Incorporation  
Of  
The Rotary Club of St. Petersburg Midtown Charities, Inc.**

We, the undersigned, hereby execute the following Articles of Incorporation for the purpose of forming a Corporation under the laws of the State of Florida applicable to a Corporation not for profit.

**ARTICLE I – Name:** The name of this Corporation shall be the Rotary Club of ST, Petersburg Midtown Charities, Inc.,

**ARTICLE II- Principle Office:** The principal office shall be 7430 Sunshine Skyway Lane S., St. Petersburg, FL, 33701 and the mailing address shall be P.O. Box 10328, St. Petersburg, FL 33733

**ARTICLE III – Purpose:** The specific purpose for which this Corporation is organized is to provide for worthy community needs, to assist individuals in need of the basic necessities of life, for the advancement of education and literacy, eliminating prejudice and discrimination, Advocating peace among all peoples, and to possess all the rights, Privileges and immunities, and enjoy all the benefits and powers granted to Corporations not for profit under the laws of the State of Florida and the United States of America.

Notwithstanding the foregoing and to supersede the same where in conflict, the general purposes for which the Corporation is organized are exclusively religious, charitable, scientific, Literary, and educational within the meaning of Section 501(c)3 of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

**ARTICLE IV – Non-Profit Stratus.** The Corporation shall have no Capital Stock and shall declare no dividends, and the income of the Corporation from whatever source shall be used solely in promoting the purposed thereof, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise in any manner of profit to the Directors, Officers, or Members of this Corporation. However, nothing herein shall prohibit the payment in good faith of reimbursement to any Director, Officer, or member for out of pocket or reasonable compensation for services actually rendered on behalf of the Corporation.

**ARTICLE V – Liquidation** In the event of dissolution, all the remaining assets of the Corporation, after the payment of all debts and obligations, shall be distributed to the Rotary Foundation, subject to compliance with the Internal Revenue Tax Code of 1986 Section 501(c) 3 or corresponding section of any future federal tax code or shall be distributed to the Federal, State, or local government for public purposes. Any such assets not so disposed of shall be disposed by the Court of Common Pleas of Pinellas County, Florida.

**ARTICLE VI – Membership:** All members in good standing of The Rotary Club of St. Petersburg Midtown shall be members of this Corporation.

**ARTICLE VII – Initial Directors and manner of Election** – The affairs of the Corporation shall be managed by a Board of Directors of not less than 5 or more than 9 Directors. The initial Board of Directors was, and subsequent Boards of Directors shall be, elected by the members of the Rotary Club of St. Petersburg Midtown. The Officers of the Corporation shall be the President and the Secretary and such other officers as the Board of Directors shall from time to time determine. The initial Directors and Officers shall be:

Debora McFarlane, President and Director, 1700 63<sup>rd</sup> Ave S., St. Petersburg, FL 33712

Robert D. Derry, Secretary and Director, 7430 Sunshine Skyway Lane S. #504, St. Petersburg, FL 33711

William Roberts, Treasurer and Director, 7419 Burlington Ave N, St. Petersburg, FL 33710

Jennifer Herl, Director, 3332 Coquina Key, St. Petersburg, FL 33705

Diane Anderson, Director, 166 17<sup>th</sup> Ave SE, St. Petersburg, FL 33701

**ARTICLE VIII – Organizers:** The Organizer/Incorporator of the Corporation is:

Robert D Derry, 7430 Sunshine Skyway Lane S., #504, St. Petersburg, FL 33711

**ARTICLE IX – Registered Agent:** The name and address, of the initial Registered Agent is:  
Robert D. Derry, 7430 Sunshine Skyway Lane S., #504 St. Petersburg, FL 33711

**Acceptance by Registered Agent**

Having been named to accept service of process for the above-named corporation at place designated by these Articles of Incorporation, I hereby accept this responsibility.

Dated this 10<sup>th</sup> day of March, 2006.

  
Robert D. Derry, Registered Agent

**ARTICLE X – Amendments:** Amendments to these Articles of Incorporation May be proposed by a resolution adopted by the Board of Directors and presented to a Quorum of members for their vote at a meeting for which notice of the amendment to be made has been given in the manner set forth in the By-Laws of this Corporation.

**ARTICLE XI – By-Laws:** The Directors shall have the right to make and adopt such By-Laws as they shall deem proper and advisable. Such By-Laws may also be made, altered, or rescinded upon a majority vote of the Members of the Corporation present and voting at any regular or special business meeting called for that purpose.

**ARTICLE XII – Limitation on Powers:** Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization

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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. Specifically, this organization shall:

Absolutely refrain from participating in the political campaigns of candidates for local, state or federal office.

Absolutely ensure that its assets and earnings do not unjustly enrich members of the Board of Directors, Officers, Key Managers, or any other insiders.

Not further non-exempt purposes (such as purposes that benefit private interests)

Not operate for the primary purpose of conducting a trade or business that is not related to its exempt purpose(s).

Not engage in activities that are illegal or violate fundamental public policy.

Restrict its legislative activities.

IN WITNESS WHEREOF, we have here unto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 10th day of March, 2006.

  
Robert D. Derry