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FLORIDA PROFIT/NON PROFIT CORPORATION

TREASURE COAST ROTARY CLUB OF VERO BEACH FOUNDATION,

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CAPITAL CONNECTION

PAGE 001/001

Florida NO. 0506 of P. 21e



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August 4, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

YOUR CAPITAL CONNECTION, INC

SUBJECT: TREASURE COAST ROTARY CLUB OF VERO BEACH FOUNDATION, INC.
REF: W06000034475

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

F.S. 617.0202 (b) requires the street address of the principal office and, if different the mailing address of the corporation.,

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Suzanne Hawkes
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H06000195687 3

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TREASURE COAST ROTARY CLUB OF VERO BEACH
FOUNDATION, INC.**

ARTICLE I

Name

The name of the corporation is **TREASURE COAST ROTARY CLUB OF VERO BEACH FOUNDATION, INC.**

ARTICLE II

Duration

The term of existence of the corporation is perpetual.

ARTICLE III

Purpose

The purposes for which the corporation is organized are exclusively 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.

The purposes for which this corporation is formed are:

1. To support the purposes set forth in the Articles of Incorporation and Bylaws of Treasure Coast Rotary Club of Vero Beach Foundation, Inc., a Florida not-for-profit corporation.
2. To engage in any lawful purpose or purposes not for pecuniary profit.
3. To acquire property by grant, gift, purchase, dues, devise or bequest and hold and dispose of such property by all means, borrow money, make loans, give grants for scholarships, give evidences of indebtedness of all kinds, and to generally do everything necessary, suitable and proper to carry out the object and purposes of this corporation, with the right to exercise and enjoy all powers, privileges and rights incident to corporations not for profit organized under the laws of the State of Florida.

H06000195687 3

H06000195687 3

4. To make and perform contracts of every kind and for any lawful purpose, without limits as to amount, with any person, firm, association, corporation, municipality, state, government, or municipal or political subdivision.

5. To have all the rights and powers conferred on corporations not for profit under Florida law, as such law is now in effect or may at any time hereafter be amended.

6. To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this corporation.

This instrument shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in no way limited or restricted by any reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

Notwithstanding any of the foregoing statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise and powers that are not in furtherance of the primary purpose of this corporation, as set forth in Paragraph 1 of this Article III, and nothing contained in the foregoing statements of purposes shall be construed to authorize this corporation to carry on any activity for the profits of its members as such.

The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

The corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

H06000195687 3

The corporation shall not make any taxable expenditures, as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provisions 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 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 Circuit Court 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 purpose.

Notwithstanding any other provisions of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal

H06000195687 3

H06000195687 3

income tax under section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any further United States Internal Revenue Law.

ARTICLE IV

Board of Directors

There shall be not more than seven (7) members of the initial Board of Directors of the corporation. Each member of the Board of Directors shall be a Member of the corporation. Members of the Board of Directors shall be elected as provided in the Bylaws. The names and addresses of the persons who are to serve as Directors until the first meeting of the Members to elect new Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
George Sigler	PO Box 1051 Vero Beach, Florida 32961
Rose McIlvain	PO Box 1051 Vero Beach, Florida 32961
Patti Morris	PO Box 1051 Vero Beach, Florida 32961
Angela Cleizer	PO Box 1051 Vero Beach, Florida 32961

The number of Directors and their terms shall be set forth in the Bylaws, but in no event shall there be less than three (3) Directors.

ARTICLE IV

Officers

The affairs of the corporation are to be managed by a Chairman, a Vice-Chairman, a Secretary and/or a Treasurer and such other officers as may be provided in the Bylaws. These Officers shall be elected as provided in the Bylaws. The names of the persons who are to serve as Officers of the corporation until the first election thereof are as follows:

<u>NAME</u>	<u>OFFICE</u>
George Sigler	Chairman
Rose McIlvain	Vice-Chairman

H06000195687 3

H06000195687 3

Patti Morris

Secretary

Angela Cletzer

Treasurer

ARTICLE VI**Members**

The corporation shall have Members. The Members of this corporation shall constitute all members of the Board of Directors, and such other persons as from time to time hereafter may become Members. The qualification of Members and the manner of their admission shall be determined by the Board of Directors.

The Bylaws may delegate to the Board of Directors the power to impose duties or dues upon the Members and the power of expelling Members.

ARTICLE VII**Bylaws**

The Bylaws of the corporation shall be made, altered or rescinded by the Members of the corporation in accordance with the provisions set forth in the Bylaws.

ARTICLE VIII**Amendment**

Those Articles of Incorporation may be amended by the act of the Directors and Members of the Corporation. Such amendments may be proposed and adopted in the manner provided in the Bylaws of the corporation.

ARTICLE IX**Incorporators**

The names and residence addresses of the Incorporators of these Articles of Incorporation are:

NAME**ADDRESS**

George Sigler

21 Royal Palm Pointe, Ste 100
Vero Beach, Florida 32960

Rose McIlvain

21 Royal Palm Pointe, Ste 100
Vero Beach, Florida 32960

H06000195687 3

H06000195687 3

ARTICLE X**Annual Meeting**

The annual meeting of the Members of this corporation shall be held on the date stated in the Bylaws. The annual meeting of the Board of Directors shall be held immediately following the annual meeting of the Members. The corporation may provide in its Bylaws for the holding of additional regular meetings and any special meetings and shall provide the manner of giving notice of all such meetings.

ARTICLE XI**Indemnification**

1. **Indemnity.** The corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a Director, employee, officer, member of the Architectural Control Board or agent of the corporation, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted, even though negligently, in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation; and, with respect to any criminal action or proceeding, has no reasonable cause to believe his conduct was unlawful, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or misfeasance or malfeasance in the performance of his duty to the corporation, unless and only to the extent that the court in which such action or suit was brought, shall determine, upon application, that despite the adjudication of liability, but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment, order settlement, conviction or upon a plea of nolo contendere, or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or

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H06000195687 3

not opposed to the best interests of the corporation; and, with respect to any criminal action or proceeding, had reasonable cause to believe his conduct was unlawful.

2. Expenses. To the extent that a Director, officer, employee, or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraph 1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) reasonably incurred by him in connection therewith.

3. Approval. Any indemnification under Paragraph 1 above (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent is proper under the circumstances because he has met the applicable standard of conduct set forth in Paragraph 1 above. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or by a majority of the Members, or (c) upon the request of the proposed Indemnitee, by a Court of competent jurisdiction.

4. Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon a receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this Article.

5. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaws, agreement, vote of members or otherwise, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

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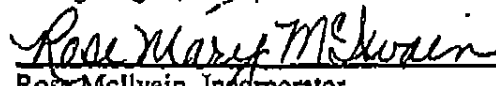
6. Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE XII**Registered Agent**

The Registered Agent for the service of process with the State shall be Kathryn E. Block, whose address is 21 Royal Palm Pointe, Suite 100, Vero Beach, Florida, 32960, and the principal address of the corporation shall be 21 Royal Palm Pointe, Suite 100, Vero Beach, Florida 32960.

IN WITNESS WHEREOF, we have subscribed our names this 1 day of August, 2006.


George Sigler, Incorporator


Rose Mellvain, Incorporator

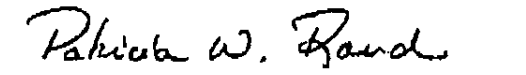
STATE OF FLORIDA)
 :SS.
COUNTY OF INDIAN RIVER)

On the 1st day of August, 2006, before me, a Notary Public in the County and State aforesaid, appeared GEORGE SIGLER, who is personally known to me and/or who produced _____ as identification, one of the persons whose names are subscribed to the foregoing instrument, and who acknowledged that (he/she) executed the same for the purposes therein expressed.

(SEAL)



Patricia W Rand
My Commission 00314384
Expires April 28, 2008


NOTARY PUBLIC, STATE OF FLORIDA
PATRICIA W RAND
Printed Name of Notary
My Commission Expires: 4-28-2008

H06000195687 3

H06000195687 3

STATE OF FLORIDA)
 :SS.
COUNTY OF INDIAN RIVER)

On the 1st day of August, 2006, before me, a Notary Public in the County and State aforesaid, appeared ROSE MCILVAIN who is personally known to me and/or who produced FL Drivers License identification, one of the persons whose names are subscribed to the foregoing instrument, and who acknowledged that (he/she) executed the same for the purposes therein expressed.

(SEAL)



Patricia W Rand
My Commission DD014384
Expires April 28, 2008

Patricia W Rand
NOTARY PUBLIC, STATE OF FLORIDA
PATRICIA W RAND
Printed Name of Notary
My Commission Expires: 4-28-2008

H06000195687 3

AUG. 15. 2006 11:30AM

CAPITAL CONNECTION

NO. 0506 P. 12

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent to accept process of the corporation at the place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


KATHRYN E. BLOCK, Registered Agent

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