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CHARLES V. KESSEL, Jr.
ATTORNEY AT LAW
3000 NORTH ATLANTIC AVENUE
POST OFFICE BOX 321225
COCOA BEACH, FLORIDA 32932-1225

Telephone
(321) 783-1880

February 7, 2007

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

Re: Cocoa Beach Rotary Foundation, Inc.

To The Personnel Concerned:

Enclosed you will find an original and one copy of the proposed Articles of Incorporation for the above referenced corporation, together with the Designation of Resident Agent and Acceptance.

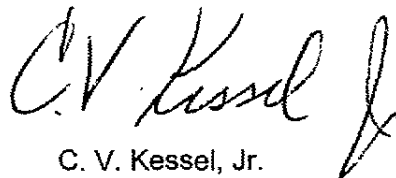
Also enclosed is my check in the sum of \$70.00 to be applied as follows:

Filing fee	35.00
Appointment of Resident Agent	<u>35.00</u>
	\$70.00

I would request that you return the enclosed copy of the Articles of Incorporation and Appointment of Resident Agent to my office with your filing stamp thereon.

Thank you.

Very truly yours,


C. V. Kessel, Jr.

CVK/ol

Enclosures

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07 FEB -9 09:11:48
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
Of
COCOA BEACH ROTARY FOUNDATION, INC.
(A Corporation Not for Profit)

We, the undersigned, with other persons being desirous of forming a corporation for charitable, philanthropic, and educational purposes, under the provisions of Chapter 617 of the Florida Statutes, hereby forms a not-for-profit corporation under the laws of the State of Florida.

ARTICLE I – NAME AND ADDRESS

The name of this corporation is COCOA BEACH ROTARY FOUNDATION, INC. The street address of the initial principal office of the corporation is 200 North Atlantic Avenue, Cocoa Beach, FL 32931. The mailing address of the corporation is P. O. Box 321344, Cocoa Beach, FL 32932-1344

ARTICLE II - PURPOSES

The general nature of the objects and purposes of this corporation shall be to organize and operate exclusively for charitable, philanthropic, and educational purposes within the meaning of § 501 c (3) of the Internal Revenue Code of 1954 and shall otherwise comply with any requirements for classification as an exempt organization under such section.

ARTICLE III – QUALIFICATION OF MEMBERS

The membership of this corporation shall constitute all persons hereinafter named as subscribers and such other persons as, from time to time hereinafter, may become members, in the manner provided by the by-laws.

ARTICLE IV – TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE V - INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is

<u>Name</u>	<u>Address</u>
EDMUND J. PERESLUHA	15 Azalea Drive Cocoa Beach, FL 32931

ARTICLE VI – OFFICERS

1. The officers of the corporation shall be a President, such number of Vice-Presidents, a Secretary, a Treasurer, and such other officers as may be provided in the by-laws.

2. The officers shall be elected at the annual meeting of the corporation as provided in the by-laws.

ARTICLE VII – BOARD OF DIRECTORS

1. The business affairs of this corporation shall be managed by a Board of Directors. This corporation shall initially have nine (9) board members. The number of board members may be increased or decreased from time to time, by the by-laws, but shall never be less than three (3).

2. The Board of Directors shall be members of the corporation.

3. Members of the Board of Directors shall be elected and hold office in accordance with the by-laws.

4. The name and street address of the first officers and board members, who subject to the provisions of the Articles of Incorporation, the By Laws of this corporation, and the laws of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
EDMUND J. PERESLUHA	President / Director	15 Azalea Drive Cocoa Beach, FL 32931
LARRY E. HENDERSIN	Vice President / President-Elect / Director	1680 Bayshore Drive Cocoa Beach, FL 32931
LARRY W. PRITCHETT	Secretary / Director	5115 Wildwood Avenue Merritt Island, FL 32953
CHARLES K. HEBERT	Treasurer / Director	5200 Ocean Beach Blvd., Unit No. 214, Cocoa Beach, FL 32931
BRENDA MULBERRY	Past President / Director	6116 N. Courtenay Pkwy. Merritt Island, FL 32953
THEODORE R. WHITING	Director	119 Esther Drive Cocoa Beach, FL 32931
SUSAN SCHNEIDER	Director	301 N. Atlantic Avenue Unit No. 402 Cocoa Beach, FL 32931
CHARLES D. RAGLAND	Director	3613 S Banana River Blvd. Unit No. D-206 Cocoa Beach, FL 32931
ROGER W. SHURTLEFF, JR.	Director	608 Tortoise Way Satellite Beach, FL 32937

ARTICLE VIII – BY-LAWS

1. The Board of Directors of this corporation may propose such by-laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

2. By-laws shall be adopted, amended, altered or rescinded by 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

1. These Articles of Incorporation may be amended at a regular or special meeting of the membership called for that purpose, upon written notice given, as provided by the by-laws of intention to submit such amendment.

ARTICLE X - LOCATION

The street address of the initial registered office and mailing address of the corporation is 200 North Atlantic Avenue, Cocoa Beach, FL 32931, and the name of its initial registered agent at such address is LARRY E. HENDERSIN. The Board of Directors may from time to time designate such other address and place for the registered office of this corporation as it may see fit.


ARTICLE XI – NON-PROFIT STATUS

No part of the net earnings of the corporation shall inure to the benefit of any individual member or be distributed to its members.

ARTICLE XII – DISSOLUTION

In case this corporation wishes to dissolve and by due process of law shall dissolve, all assets of whatever nature, or their equivalent in value, which remain after the just debts and liabilities of this corporation have been satisfied, shall be used for such educational or public purpose or purposes, within the State of Florida, as will complete or continue undertakings for the public benefit which have already begun by the corporation, and any remaining assets shall be distributed for the purpose or purposes within the scope of the Internal Revenue Code §501 c (3).

Executed by the undersigned at Cocoa Beach, Florida on February 6, 2007.

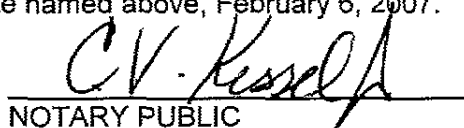

EDMUND J. PERESLUHA

STATE OF FLORIDA
COUNTY OF BREVARD

Before me personally appeared EDMUND J. PERESLUHA, who is personally known to me or who produced his Florida driver's license as identification, and who acknowledged before me that he executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and seal in the county and state named above, February 6, 2007.




NOTARY PUBLIC

COCOA BEACH ROTARY FOUNDATION, INC.
(a Corporation Not for Profit)

**CERTIFICATE DESIGNATING A REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN THE STATE
NAMING REGISTERED AGENT ON WHOM PROCESS MAY BE SERVED**

Pursuant to the provisions of Section 48.091, Florida Statutes, the following is submitted:

COCOA BEACH ROTARY FOUNDATION, INC., (a Corporation Not for Profit) desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the city of Cocoa Beach, county of Brevard, state of Florida, has named LARRY E. HENDERSIN, whose registered office is located at 200 North Atlantic Avenue, Cocoa Beach, FL 32931, as its Agent to accept Service of Process within the state of Florida.


LARRY W. PRITCHETT, Secretary

ACKNOWLEDGMENT

Having been named to accept Service of Process for the above stated corporation at the place designated in this Certificate, I hereby accept the appointment to act as registered agent.

I am familiar with and accept the obligations of Section 607.0505, Florida Statutes and agree to comply with the provision of said act relative to keeping open said office.

Dated: February 6, 2007.


LARRY E. HENDERSIN, Resident Agent

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