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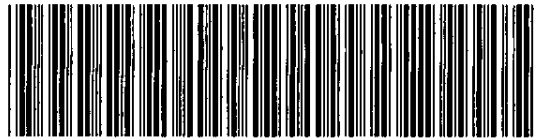
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OCT 14 2008
D. A. WHITE

FULLER & ASSOCIATES
ATTORNEYS AT LAW

BARRY J. FULLER
MEMBER FLORIDA AND CALIFORNIA BARS

October 10, 2008

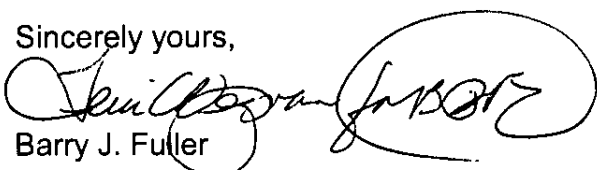
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: **ARTICLES OF INCORPORATION OF ROTARY CLUB OF FLEMING
ISLAND, INC.
A FLORIDA CORPORATION**

Gentlemen:

Enclosed please find original and two copies of Articles of Incorporation as referenced above together with my firm's check for the \$70.00 filing fee. Please return a stamped copy showing receipt of same in the enclosed self-addressed, stamped envelope.

Sincerely yours,


Barry J. Fuller

BJF:tbw
Enclosures

**ARTICLES OF INCORPORATION
OF
ROTARY CLUB OF FLEMING ISLAND FOUNDATION, INC.
A FLORIDA NONPROFIT CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE ONE
NAME**

The name of the Corporation is ROTARY CLUB OF FLEMING ISLAND FOUNDATION, INC.

**ARTICLE TWO
PRINCIPAL OFFICE AND ADDRESS**

The address of the principal office of the corporation is 1815 Creekwood Ln Fleming Island FL 32003, and the mailing address of the corporation is P.O. Box 9000, Fleming Island, Florida 32006.

**ARTICLE THREE
DURATION**

The term of existence of the Corporation is perpetual; and the corporate existence will commence on the filing of these articles by the Department of State.

**ARTICLE FOUR
PURPOSE**

This Corporation is organized pursuant to Chapter 617, Florida Statutes as a Non-Profit Corporation. The purpose of this Corporation is to engage in any lawful purpose or purposes not for pecuniary profit and not specifically prohibited to Corporations under the laws of this State. The purpose 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. Specifically, the purpose of this Corporation shall include but shall not be limited to the following: The furthering of understanding and friendly relations between people of different nations through the fostering of tangible and effective programs of a philanthropic, charitable, educational, or other eleemosynary nature.

ARTICLE FIVE SCOPE OF POWER

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction with others, to do any and all lawful acts and things and to engage in any and all lawful activities that may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster or attain any of such purposes. Notwithstanding anything in these Articles of Incorporation to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c) of the Internal Revenue Code of 1986 and the regulations under the Internal Revenue Code as the Internal Revenue Code and such regulations now exist or as they may hereafter be amended from time to time.

ARTICLE SIX PROHIBITED ACTIVITIES

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization 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. At all times, and notwithstanding any change in name, merger, consolidation, reorganization, termination, dissolution or winding up of this Corporation, voluntary or involuntary, or by operation of law, or any other provision of these Articles of Incorporation or any other organizational documents of the Corporation. In furtherance thereof:

6.1. The Corporation shall not possess or exercise any power or authority either expressly, by interpretation or by operation of law that will prevent it at any time from qualifying and continuing to qualify as a Corporation described in Section 501(c) of the Internal Revenue Code of 1986, as amended, nor shall it engage directly or indirectly in any activity that would cause the loss of such qualification.

6.2. No part of the assets or net earnings of the Corporation shall be used ever, nor shall the Corporation ever be organized or operated, for purposes that do not exclusively promote charitable purposes within the meaning of Section 501(c) of the Internal Revenue Code of 1986, as amended.

6.3. The Corporation shall not be operated for the principal purpose of carrying on a trade or business for profit.

6.4. At no time shall the Corporation engage in any activities that are unlawful under the laws of the United States of America, the State of Florida or any other jurisdiction where its activities are carried on.

6.5. No part of the income of the Corporation shall enure to the benefit of any shareholder, trustee, director, officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no trustee, officer of the Corporation or any

private individual shall be entitled to share in the distribution of any of the Corporate assets.

6.6. 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 the Internal Revenue Code of 1986, as amended, and the corporation shall not:

6.6.1. Engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended;

6.6.2. Retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended;

6.6.3. Make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code of 1986, as amended; or

6.6.4. Make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended.

6.7. No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE SEVEN DISSOLUTION

Upon termination, dissolution or winding up of the Corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to, and only to, one or more organizations having either exclusively charitable, religious, scientific or educational purposes or a primary purpose to promote social welfare only for exempt purposes as defined in Section 501(c) of the Internal Revenue Code of 1986, as amended, and that in the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or local government for exclusive public purposes.

ARTICLE EIGHT CORPORATE MEMBER

The corporation shall have one class of membership, which class shall consist of one member, designated as the "corporate member." The corporate member shall be the Rotary Club of Fleming Island, Inc., a Florida Nonprofit Corporation. In addition to matters required by statute, the corporate member shall have the sole power to appoint the directors of the corporation. The articles of incorporation and bylaws shall not be changed without the approval of the corporate member. The qualifications and rights of the member, any quorum and voting requirements for meetings and activities of the member, and notice requirements sufficient to provide notice of meetings and activities of the

member are set forth in the bylaws.

ARTICLE NINE DIRECTORS

The number and method of election of the directors of the Corporation is set forth in the bylaws.

ARTICLE TEN REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be located at 1815 Creekwood Land, Fleming Island, FL. 32003. The initial registered agent of the Corporation at that address shall be Patrick Arnwine.

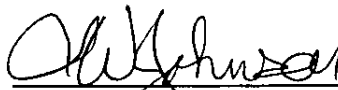
ARTICLE ELEVEN INCORPORATOR

The name and residence address of the incorporator is Larry W. Johnson, 4980 Pine Avenue, Orange Park, Florida 32003.

ARTICLE TWELVE INDEMNIFICATION

The Corporation shall indemnify and defend its directors, officers, employees, and agents to the fullest extent permitted by law.

2nd IN WITNESS WHEREOF, we have subscribed our names as incorporators this day of October, 2008.



LARRY W. JOHNSON

**STATE OF FLORIDA
COUNTY OF CLAY**

BEFORE ME, the undersigned authority, personally appeared LARRY W. JOHNSON, who is known to be the person described in and who subscribed the above

Articles of Incorporation, and did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes described therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 2d day of October, 2008, in the County and State aforesaid.



NOTARY PUBLIC
State of Florida at large

BARRY J. FULLER
Notary Public, State of Florida
My comm. exp. July 11, 2009
Comm. No. DD 411680

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF
REGISTERED AGENT OF
ROTARY CLUB OF FLEMING ISLAND FOUNDATION, INC.**

Pursuant to Sections 48.091 and 607.034, Florida States, the undersigned, having been designated as the initial Registered Agent for the service of process within the state of Florida upon ROTARY CLUB OF FLEMING ISLAND FOUNDATION, INC., a Corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named Corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said Corporation, which Registered Office is located at 4980 Pine Avenue, Orange Park, Florida 32003.

IN WITNESS WHEREOF, I, Patrick Arnwine, such designated Registered Agent, have hereunto set my hand and seal at Fleming Island, Clay County, Florida, on this 9th day of October, 2008.



PATRICK ARNWINE

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TALLAHASSEE, FLORIDA