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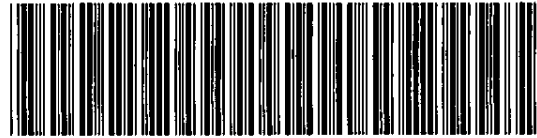
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TALLAHASSEE, FLORIDA

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Transmittal Letter

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

Subject: THE EAST NAPLES KIWAHIS FLORIDA FOUNDATION, INC

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 and Certificate of Status
- ☐ \$ 78.75 Filing Fee and Certified Copy
- ☐ \$ 87.50 Filing Fee, Certified Copy & Certificate of Status

From:

William E. Ringelstein  
Document Preparation Agency  
1780 Deborah Dr., Unit 12  
Punta Gorda, FL 33950  
(941) 637-9979

# ARTICLES OF INCORPORATION

OF

The East Naples Kiwanis Florida Foundation, Inc.

## A NON-PROFIT CORPORATION

The undersigned incorporator(s), in order to form a non-profit corporation under the laws of the state of Florida adopt the following Articles of Incorporation:

ONE: The name of this corporation shall be:

The East Naples Kiwanis Florida Foundation, Inc.

TWO: The principle place of business and mailing address of this corporation shall be:

The East Naples Kiwanis Florida Foundation, Inc., c/o Jeffrey E. Repka, 1022 Jardin Dr., Naples, FL 34104

THREE: This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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.

The specific purposes for which this corporation is organized are:

- A. The purposes for which the East Naples Kiwanis Florida Foundation, Inc. is organized are exclusively charitable, educational and scientific within the meaning of section 501 (c) (3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.
- B. Notwithstanding any other provision of these articles, this organization 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.
- C. Upon the dissolution of the corporation, 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 so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.
- D. To solicit, collect and otherwise raise money to fund those aims and goals of the East Naples Kiwanis Florida Foundation, Inc. which are exclusively charitable and 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.

FOUR: The manner in which the Directors are elected is as follows:

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SECRETARY OF STATE

The Officers and Directors will be elected in accordance with this organization's bylaws.

FIVE: The corporate powers of this corporation are as provided in appropriate State statutes, unless limited as follows:

No additional limits.

SIX: These Articles of Incorporation may be amended as follows:

A. At any regular or special meeting of the Corporation, at which a quorum is present, by affirmative vote of two-thirds of the members present and voting, providing the Directors have previously considered the merits of the amendments.

B. No amendment shall be put to a vote unless written notice thereof stating the proposed amendment shall have been given to each member, by mail or personal delivery, at least two weeks prior to the meeting at which the vote on the proposed amendment is to be taken.

SEVEN: (A) the corporation and its members will at all times abide and be governed and controlled by the Bylaws and Policies of Kiwanis International now in force or hereafter from time to time adopted, insofar as any provision of such Bylaws may be applicable.

(B) the corporation will comply with all such conditions and requirements as Kiwanis International may prescribe.

(C) whenever requested by the Board of Trustees of Kiwanis International, the corporation shall dissolve or change its form of organization, as may from time to time be requested by said Board.

(D) no amendments to the Articles of Incorporation or corporate bylaws or change in the purpose of the corporation shall be made without the consent of Kiwanis International.

EIGHT: The name and street address of the initial registered agent of this corporation is:

Jeffrey E. Repka, 1022 Jardin Dr., Naples, FL 34104

NINE: The names and the street addresses of the 3 initial directors and 3 incorporators are:

**Directors:**

1. Jeffrey E. Repka, 1022 Jardin Dr., Naples, FL 34104
2. Michael R. Nelson, 5170 Berkeley Dr., Naples, FL 34112
3. Oswald M. Kington, 5170 Berkeley Dr., Naples, FL 34112

**Incorporators:**

1. Jeffrey E. Repka, 1022 Jardin Dr., Naples, FL 34104
2. Michael R. Nelson, 5170 Berkeley Dr., Naples, FL 34112
3. Oswald M. Kington, 5170 Berkeley Dr., Naples, FL 34112

APPROVED  
October 23, 2000  
[Signature]  
[Signature]

The undersigned incorporators have executed these Articles of Incorporation this 12<sup>th</sup> day of November, 2008.

Signatures of Incorporators:

Jeffrey E. Repka Jeffrey E. Repka  
Michael R. Nelson Michael R. Nelson  
Oswald M. Kington Oswald M. Kington

**CERTIFICATE OF DESIGNATION REGISTERED  
AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES,  
THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF  
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED  
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.**

1. The name of the corporation is:

The East Naples Kiwanis Florida Foundation, Inc.

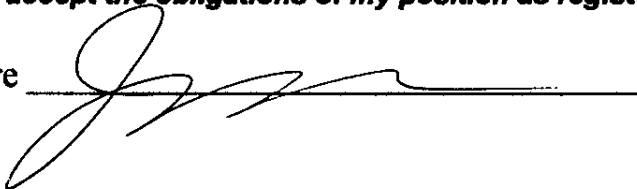
2. The name and address of the registered agent and office is:

Jeffrey Repka, 1022 Jardin Dr., Naples, FL 34104

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TALLAHASSEE, FLORIDA

***Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.***

Signature



Date

11-21-2008