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2009 MAY 13 P 4:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5-14-09  
100

**J. G. HALISKY, P.A.**

ATTORNEY AT LAW  
507 S PROSPECT AVENUE  
CLEARWATER, FLORIDA 33756

RECEIVED  
DEPARTMENT OF STATE

09 MAY 12 PM 2:56

TELEPHONE 461-4234  
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FAX 442-4750

May 8, A.D. 2009

Secretary of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

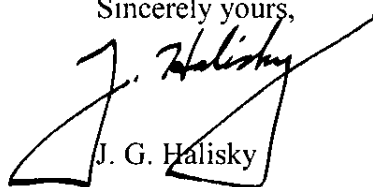
Re: Rotary Club of Pinellas Park, Florida, Foundation, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for Rotary Club of Pinellas Park, Florida, Foundation, Inc., for filing, together with a check in the amount of \$78.75 for the filing fee and certified copy. The certified copy may be mailed to my attention.

Should there be any questions, please contact me. Thank you very much.

Sincerely yours,



J. G. Halisky

JGH/jah

## COVER LETTER

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

SUBJECT: Rotary Club of Pinellas Park, Florida, Foundation, 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: J. G. Halisky, Attorney-at-Law  
Name (Printed or typed)

507 South Prospect Avenue  
Address

Clearwater, Florida, 33756  
City, State & Zip

727/461-4234  
Daytime Telephone number

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

**ARTICLES OF INCORPORATION  
OF  
ROTARY CLUB OF PINELLAS PARK, FLORIDA, FOUNDATION, INC.**

I, the undersigned incorporator, desiring to form a non-profit corporation for charitable purposes under the provisions of Chapter 617 Florida Statutes, do hereby execute and adopt the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of this corporation is Rotary Club of Pinellas Park, Florida, Foundation, Inc.

**ARTICLE II - PRINCIPAL OFFICE**

The address of the principal office of the corporation is 4301 Park Boulevard, Pinellas Park, Florida 33781.

**ARTICLE III - DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE IV - PURPOSES**

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes, 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 the corresponding section of any future federal tax code, and is not formed for any pecuniary profit or financial gain. The corporation intends to carry out those charitable purposes related to the Rotary philosophy of community enhancement and service, in particular the advancement of understanding and good will through the improvement of health, the support of education, and the alleviation of poverty. The corporation is also authorized to perform any lawful act or activity for which corporations not-for-profit may be formed under the Florida Not-For-Profit Corporation Act.

**FILED**  
2009 MAY 13 P 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE V - DIRECTORS**

The manner in which the directors are elected or appointed shall be as stated in the bylaws of the corporation. The number of directors shall not be less than three. The names and addresses of the persons who are to serve as initial directors until the first annual meeting of the corporation, or until their successors are elected, are:

<b><u>Name</u></b>	<b><u>Address</u></b>
Richard F. Breske	7152 Savoy Court Seminole, FL 33776
Kevin Krauss	7925 10th Avenue South St. Petersburg, FL 33707
Phyllis M. Tellor	4301 Park Boulevard Pinellas Park, FL 33781
Bruce Cloud	4696 75th Avenue North Pinellas Park, FL 33781
Phillip Burns	8175 60th Street North Pinellas Park, FL 33781

## **ARTICLE VI - OFFICERS**

The affairs of the corporation are to be managed by a President, one or more Vice-Presidents, a Secretary, and a Treasurer. The offices of Secretary and Treasurer may be combined in one person. Such officers will be elected in accordance with procedures set out in the bylaws. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors, or until their successors are elected, are as follows:

President:	Richard F. Breske
Vice-President:	Kevin Krauss
Secretary/Treasurer:	Phyllis M. Tellor

## **ARTICLE VII- MEMBERS**

The membership of this corporation shall be the directors named herein, and all those in the future who may take their place as successor directors.

## **ARTICLE VIII - BYLAWS**

The bylaws of the corporation are to be made, altered, or rescinded by the directors of the corporation.

## **ARTICLE IX - AMENDMENTS TO ARTICLES**

These Articles of Incorporation may be amended by a majority vote of the Board of Directors of this corporation.

## **ARTICLE X - INCORPORATOR**

The name and address of the subscriber of these Articles of Incorporation is:

Phyllis M. Teller  
4301 Park Boulevard  
Pinellas Park, FL 33781

## **ARTICLE XI - POWERS**

The corporation shall be empowered to perform all acts allowed by the laws of the State of Florida to a corporation not-for-profit under Chapter 617, Florida Statutes.

## **ARTICLE XII - LIMITATION OF PURPOSES AND ACTIVITIES**

Notwithstanding any other provision of these Articles, this corporation will not have any purposes nor carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No part of the net earnings of the corporation shall inure to

the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation 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 Article IV hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

#### **ARTICLE XIII - DISSOLUTION**

In the event of the dissolution of the corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the 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 a court of competent jurisdiction of the county in which the principal office of the corporation 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 purposes.

#### **ARTICLE XIV - PRIVATE FOUNDATION COMPLIANCES**

Notwithstanding any other provision of these Articles to the contrary, during such period as the corporation is treated as a "private foundation" pursuant to Section 509 of the Internal Revenue Code, the corporation must comply with the following:

1. The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

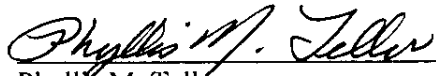
2. The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
3. The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
4. The corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
5. The corporation will not make any taxable expenditures as defined in Section 4945 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **ARTICLE XV - REGISTERED AGENT**

The registered agent of this corporation will be:

Jan G. Halisky, Attorney-at-Law  
507 South Prospect Avenue  
Clearwater, FL 33756

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 6 day of May, A.D. 2009, for the purpose of forming this corporation not-for-profit under the laws of the State of Florida.

 (SEAL)  
Phyllis M. Teller

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
Jan G. Halisky, Registered Agent

Date: May 6, 2009