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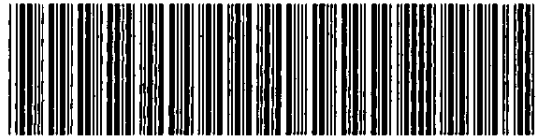
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TALLAHASSEE, FLORIDA

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WAYNE R. COMPTON
ATTORNEY AT LAW

7436 LEM TURNER ROAD
JACKSONVILLE, FLORIDA 32208

TELEPHONE
(904) 765-7137
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October 1, 2009

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: Rotary Club of North Jacksonville, *Inc.*

Dear Sirs:

Enclosed please find the original Articles of Incorporation and my check in the amount of \$78.75 to cover the cost for filing and a certified copy.

Please return all correspondence concerning this matter to:

Wayne R. Compton, Esquire
7436 Lem Turner Road
Jacksonville, Florida 32208

If you have any questions concerning this, please don't hesitate to contact my office at (904)765-7137.

Respectfully,

A handwritten signature in black ink that reads "Wayne R. Compton" followed by a stylized flourish or set of initials.

Wayne R. Compton

WRC:ikh
Enclosures

ARTICLES OF INCORPORATION

OF

ROTARY CLUB OF NORTH JACKSONVILLE, INC.

ARTICLE ONE. NAME

The name of this corporation is the Rotary Club of North Jacksonville, Inc. The initial principal office of the corporation is 7436 Lem Turner Road, Jacksonville, Florida 32208.

ARTICLE TWO. STATEMENT OF CORPORATE NATURE

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Corporation Not for Profit law as set forth in Chapter 617 of the Florida Statutes.

ARTICLE THREE. GENERAL AND SPECIFIC PURPOSES

(a) General Purposes. The general purpose for which this corporation is formed is to operate exclusively for such purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under the Code.

(b) Specific Purposes. The specific and primary purposes for which this corporation is formed are to encourage and foster the ideal of services as a basis of worthy enterprise and, in particular, to encourage and foster:

- (1) The development of acquaintance as an opportunity for service;

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- (2) High ethical standards in business and professions; the recognition of worthiness of all useful occupations; and the dignifying of each Rotarian of his or her occupation as an opportunity to serve society;
- (3) The application of the ideal of service by every Rotarian to his or her personal, business and community life;
- (4) The advancement of international understanding, good will, and peace through world fellowship of business and professional men and women united in the ideal of service.

(c) Operation of Corporation. The corporation shall operate for the advancement of the general and specific purposes and objects of this corporation and its members.

(d) Receipt and Disbursement of Funds. The corporation shall receive, administer, disburse and invest gifts, devises and bequests by or from any persons or corporations to carry on its work and operate for the purposes of the corporation.

(e) Ownership of Property. The corporation shall hold title to such property or properties as the corporation shall from time to time, purchase or acquire; and further, from time to time, enter into contracts and do such things as shall be authorized and directed by the members of the corporation.

Political Activity Forbidden. This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation, nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE FOUR. MEMBERSHIP

(a) General Membership. The members of the corporation shall consist of those persons who are present members and such members as are thereafter elected in accordance with the corporation's by-laws.

(b) Classes of Membership, Etc. The corporation shall have several classes of membership, the designation of such classes, the qualifications and rights of members of each class, the quorum and voting requirements for meetings and activities of members, and notice requirements sufficient to provide notice of meetings and activities of the members shall be set forth in corporation's bylaws.

ARTICLE FIVE. MANAGEMENT OF CORPORATE AFFAIRS

The governing body of the corporation shall be a board of directors consisting of members who are elected by the members. The method of the election of the directors shall be set forth in the corporation's bylaws.

ARTICLE SIX. LOCATION OF INITIAL REGISTERED OFFICE AND IDENTIFICATION OF REGISTERED AGENT

(a) The street address of the initial registered office in the county of the principal office shall be 7436 Lem Turner Road, Jacksonville, Florida 32208.

(u) The name of the corporation's initial registered agent at the above address is Wayne R. Compton.

ARTICLE SEVEN. SUBSCRIBERS

The names and residence addresses of the subscribers of this corporation are as follows:

Karl E. Lawhon
1532 Halliday Lane South
Jacksonville, Florida 32207

Thomas A. Mantia
8206 Hunters Grove Road
Jacksonville, Florida 32256

Kerstin Chelius
7789 Deerwood Court Point
Jacksonville, Florida 32256

ARTICLE EIGHT. DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to the purpose as herein stated and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

ARTICLE NINE. DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this corporation, its assets remaining after payment or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for the purposes set forth herein and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

ARTICLE TWELVE. AMENDMENT OF ARTICLES

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and passed by the vote of two-thirds (2/3) of all members of the corporation.

We the undersigned, being the incorporators of this corporation, including all the persons herein named as the subscribers of the corporation, for the purpose of forming this non-profit charitable corporation under the laws of Florida have executed these Articles of Incorporation on this 17th day of ~~June~~ July, 2009.

Linda Hancock
Walter Cunningham

Karl E. Lawhon
Karl E. Lawhon
Thomas A. Mantia
Thomas A. Mantia
Kerstin Chelius
Kerstin Chelius

STATE OF FLORIDA
COUNTY OF DUVAL

Before me personally appeared Karl E. Lawhon, Thomas A. Mantia, and Kerstin Chelius, known to me to be the individuals or who produced the following identification Personally known to me and acknowledged to and before me that they executed the same for the purposes therein expressed.

Witness my hand and official seal this 17th day of ~~June~~ July, 2009.

Walter B. Cunningham
Notary Public
State of Florida at Large
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for ROTARY INTERNATIONAL NORTH JACKSONVILLE, *INC.*

Executed this 17th day of ^{July}~~June~~, 2009.

Wayne R. Compton

Wayne R. Compton
7436 Lem Turner Road
Jacksonville, Florida 32208

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