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# Kiwanis

www.kiwanis.org

## *Consent To Incorporate Club - (U. S.)*

Having complied with all the conditions and requirements of KIWANIS INTERNATIONAL with reference to the incorporation of the club, consent is hereby given to the

### **Kiwanis Club of TALLAHASSEE SOUTHSIDE**

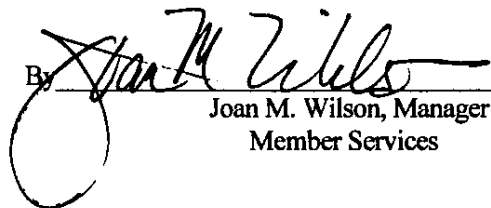
to incorporate without capital stock and not for profit, pursuant to the laws of the

#### **State of Florida**

under the name of the **Kiwanis Club of Tallahassee Southside, Florida, Incorporated**  
and according to the Articles of Incorporation submitted to and approved by KIWANIS INTERNATIONAL.

This consent is given on condition that it is revocable by KIWANIS INTERNATIONAL if at any time the club departs from the plan of organization approved by KIWANIS INTERNATIONAL; and that in the event of such revocation, the club will comply with whatever request is made of it by KIWANIS INTERNATIONAL to conform to said plan; or, in the event of failure to so conform, that the club will cause dissolution of said corporation.

KIWANIS INTERNATIONAL, INC.

By  \_\_\_\_\_  
Joan M. Wilson, Manager  
Member Services

Dated this 26th day of August, 2009

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**ARTICLES OF INCORPORATION  
OF  
KIWANIS CLUB OF TALLAHASSEE SOUTHSIDE, INC.**  
(A Corporation Not for Profit)

**ARTICLE I. CORPORATE NAME**

This corporation shall be known as **Kiwanis Club of Tallahassee Southside, Inc.**

**ARTICLE II. STREET ADDRESS AND MAILING ADDRESS OF PRINCIPAL OFFICE**

The street address of the principal place of business of the corporation is to be located in the City of Tallahassee, County of Leon, State of Florida. It is 4109 Arklow Drive, Tallahassee, FL 32309.

The mailing address of the corporation is to be located in the City of Tallahassee, County of Leon, State of Florida, 4109 Arklow Drive, Tallahassee, FL 32309.

**ARTICLE III. PURPOSES FOR WHICH CORPORATION IS ORGANIZED**

1. The purposes for which said corporation is formed are to assist needy persons, particularly young people; to assist worthy youth in attaining vocational excellence, and to aid handicapped persons in regaining happy, useful lives through the expenditure of funds directly for such purposes or by the furnishing of funds to other organizations that are organized for charitable, scientific research, or educational purposes, or the prevention of cruelty to children, all within the purview of Section 501(c)(4) of the Internal Revenue Code and the Regulations thereunder.
2. The specific purposes for which said corporation is formed are to raise funds and provide financial support for the benefit of the youth of Leon County, to support programs, as approved by the Board of Directors, for scholarships, safety, education, athletics, good citizenship and health that benefit the children of Leon County, and to support programs adopted by Kiwanis International for the benefit of youth in the United States and other countries.

**ARTICLE IV: MANNER OF ELECTION OF BOARD OF DIRECTORS**

The authorized number and qualifications of members of the corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability to dues or assessments and the method of collection thereof, shall be stated in the bylaws.

**ARTICLE V: INITIAL REGISTERED AGENT AND STREET ADDRESS**

The initial registered agent of this corporation is:

**Gavin Boone  
4109 Arklow Drive  
Tallahassee, FL 32309**

#### **ARTICLE VI: NAME AND ADDRESS OF INCORPORATOR**

The incorporator of this corporation is:

**Twyla Sketchley, Attorney  
The Sketchley Law Firm, P.A.  
3689 Coolidge Court, Suite 8  
Tallahassee, FL 32311**

#### **ARTICLE VII: DURATION**

This corporation shall have perpetual existence.

#### **ARTICLE VIII: INITIAL BOARD OF DIRECTORS AND/OR OFFICERS**

The names and addresses of those chosen to serve as officers and directors until the election and qualification of their successors are:

**William Visconti, President  
Ninamarie Sapuppo, Vice President  
Gaby Arisso, President Elect  
Gavin Boone and Rose Patterson, Co-Secretary  
Jeanine Carroll, Treasurer**

#### **ARTICLE IX: MISCELLANEOUS**

1. This corporation is organized pursuant to the General Non-Profit Corporation Law of the State of Florida.
2. No part of the earnings of the Corporation shall inure to the benefit of any member, Director or Officer of the Corporation or any other person, (except that the corporation may pay reasonable compensation for services rendered to or on behalf of the corporation and to make other payments and distributions in the furtherance of one or more of its purposes), and no member, director or officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.
3. No substantial part of the activities of the Corporation shall consist of attempting to influence legislation, by propaganda or otherwise, to an extent that would disqualify it for tax exemption under Section 502(c)(3) of the IRS Code. The Corporation shall not participate, directly or indirectly, 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. The Corporation shall not have the objectives nor engage in activities which would characterize it as an "action organization" as defined in Treasury Regulation 501(c)(3)(1)(c)(3), as it now exists or may be hereafter amended.
4. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from Federal Income Tax under Section 502 (c)(3) of the Internal Revenue Code of 1954, as amended, and Treasury Regulations thereunder as they now exist or as they may be hereafter amended, or by organization, contributions to which are deductible under Sections 170(c)(2) and 2055(a) of such Code and Treasury Regulations thereunder as they now exist or as they may be hereafter amended.
5. Upon dissolution of the corporation or the winding up of its affairs, all of the assets of the corporation shall be distributed to such organizations which then qualify as exempt organizations under Section 501 (c)(3) of

the Internal Revenue Code, as amended, as such plan of distribution of assets is adopted by the Board of Directors of the corporation.

6. The corporation and its members will at all times abide and be governed and controlled by the Constitution, Bylaws and Policies of Kiwanis International now in force or hereafter from time to time adopted, insofar as any provision of such Constitution and 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; and (d) no amendments to the Articles of Incorporation or corporate bylaws or change in purpose of the corporation shall be made without the consent of Kiwanis International.

**Written acceptance of appointment as registered agent.** 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.

Gavin W. Boone  
Signature, Gavin Boone, Registered Agent

April 16, 2009  
Date

T. Sketchley  
Signature, Twyla Sketchley, Incorporator

9-19-09  
Date

APPROVAL OF KIWANIS INTERNATIONAL:

APPROVED  
8-26-09  
KIWANIS INTERNATIONAL  
By [Signature]

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