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Division of Corporations

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 DIVISION OF CORPORATIONS
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FLORIDA PROFIT/NON PROFIT CORPORATION

Kiwanis Club of Eustis Foundation, Inc.

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October 21, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

BOWEN RADSON SCHROTH, P.A.

SUBJECT: KIWANIS CLUB OF EUSTIS FOUNDATION, INC.
REF: W09000046788

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please accept our apology for failing to mention this in our previous letter.

The person designated as incorporator in the document and the person signing as incorporator must be the same.

An effective date may be added to the Articles of Incorporation if a 2010 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6879.

Ruby Dunlap
Regulatory Specialist II
New Filing Section

FAX Aud. #: E09000223645
Letter Number: 109A00033554

P.O BOX 6327 - Tallahassee, Florida 32314

H09000223645 3

A. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

B. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not For Profit Corporation Act, and any successor or amendment to the Florida Not For Profit Corporation Act.

C. To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

**Article VII
Board of Directors**

The bylaws shall provide the method of election of all Directors and the number of Directors may be raised or lowered by amendment of the bylaws, but the number of Directors shall never be less than three.

**Article VIII
Initial Board of Directors**

The name and address of each initial Director of the Corporation is as follows:

| Name | Title | Address |
|--------------------|----------------|--|
| Karen LeHeup Smith | President | 426 E. Lemon Avenue Eustis, FL 32726 |
| Kress Muenzmay | Vice-President | 3312 Indian Trail Eustis, FL 32725 |
| Robin Austin | Secretary | P.O. Box 1225, Eustis Florida 32727-1600. |
| Lance Pauli | Treasurer | P.O. Box 1225, Eustis Florida 32727-1600. |
| Olivia Spilotros | Director | P.O. Box 1225, Eustis Florida 32727-1600. |
| Bob Moulden | Director | P.O. Box 1225, Eustis Florida 32727-1600. |

H09000223645 3

H09000223645 3

Derek Schroth Director 600 Jennings Avenue
Eustis, FL 32726

Rachel Holtzclaw Director 66 W. Seminole Avenue
Eustis, FL 32726

**Article IX
Commencement of Corporate Existence
And Duration**

The Corporation will begin its corporate existence as of the filing of these Articles of Incorporation. The duration of the Corporation is perpetual.

**Article X
Tax Exempt Status**

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation § 501(a) of the Internal Revenue Code as an organization described in § 501(c)(3) of the Internal Revenue Code and which is other than a private foundation as defined in § 509 of the Internal Revenue Code. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under § 501(c)(3) of the Internal Revenue Code. All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

**Article XI
Dissolution**

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of § 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 disposed of by the Court of Common Pleas (or court of similar jurisdiction) of the county in which the principal office of the organization 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 XII
Officers**

The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such a time and in such a manner as may be prescribed by the bylaws or by law.

Article XIII

H09000223645 3

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Incorporator

The name and address of the Incorporator is as follows:

| Name | Address |
|---------------|---|
| Derek Schroth | 600 Jennings Avenue Eustis, FL 32726 |

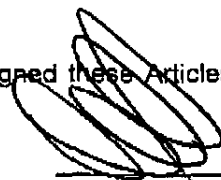
**Article XIV
Amendment**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors, and Officers are subject to this reservation.

**Article XV
Indemnification**

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted under Florida Law.

In Witness Whereof, the undersigned has signed these Articles of Incorporation on this day of October, 2009.



Derek A. Schroth
Director/Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Acceptance By Registered Agent

The undersigned, Derek A. Schroth, hereby accepts the appointment as Registered Agent of Kiwanis Club of Eustis Foundation, Inc. which is contained in the foregoing Articles of Incorporation.



Derek A. Schroth
Registered Agent