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2009 DEC 18 P 3:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC 21 2009
D.A. WHITE

COVER LETTER

December 14, 2009

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

SUBJECT: THE NAPLES KIWANIS 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: RAINER J. OLBRICH
Name (Printed or typed)

9848 LUNA CIRCLE C-103
Address

NAPLES, FLORIDA 34109
City, State & Zip

239-793-0923
Daytime Telephone number

RO123OPA@HOTMAIL.COM
E-mail address: (to be used for future annual report notification)

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

ARTICLES OF INCORPORATION

OF

The Naples Kiwanis Foundation, Inc.

A NON-PROFIT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators 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 Naples Kiwanis Foundation, Inc.

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

- a) **For business purposes and not for mailing: c/o Collier Athletic Club, 710 Goodlette Road. N, Naples, FL 34102.**
- b) **For mailing purposes: PO Box 1453, Naples, FL 34106**

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 Naples Kiwanis 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 Naples Kiwanis 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:

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:

Rainer J. Olbrich, 9848 Luna Circle C-103, Naples, FL 34109

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

Directors:

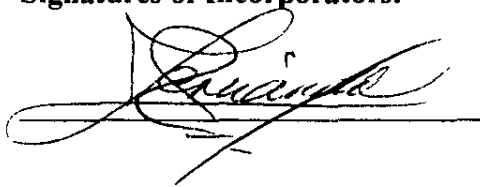
- 1. Renato Fernandez, 7901 Leicester Court, Naples, FL 34104**
- 2. Brian Mayberry, 3139 Santorini Court, Naples, FL 34119**
- 3. Douglas L. Rankin, 2335 Tamiami Trail N. Ste. 308, Naples, FL 34103**

Incorporators:

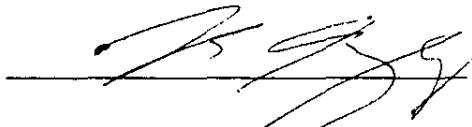
- 1. Renato Fernandez, 7901 Leicester Court, Naples, FL 34104**
- 2. Brian Mayberry, 3139 Santorini Court, Naples, FL 34119**
- 3. Douglas L. Rankin, 2335 Tamiami Trail N. Ste. 308, Naples, FL 34103**

The undersigned incorporators have executed these Articles of Incorporation this 14
day of OCTOBER, 2009.

Signatures of Incorporators:

A handwritten signature in dark ink, appearing to read 'Renato', written over a horizontal line.

RENATO FERNANDEZ

A handwritten signature in dark ink, appearing to read 'B Mayberry', written over a horizontal line.

BRIAN MAYBERRY

A handwritten signature in dark ink, appearing to read 'Douglas L. Rankin', written over a horizontal line.

DOUGLAS L. RANKIN

**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:

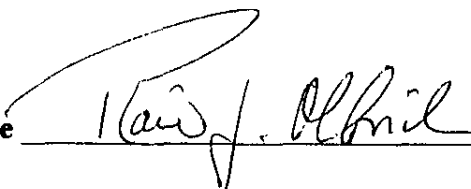
The Naples Kiwanis Foundation, Inc.

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

Rainer J. Olbrich, 9848 Luna Circle C-103, Naples, FL 34109

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

10-1-09

2009 DEC 18 3 10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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