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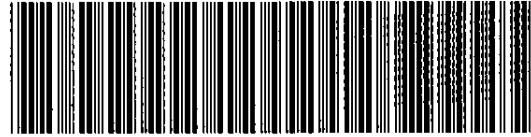
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TALLAHASSEE, FLORIDA

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72727-013

COVER LETTER

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

SUBJECT: Kiwanis Club of Largo/Mid-Pinellas 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: Michele Simmons
Name (Printed or typed)

1520 Seagull Drive, Apt. 201
Address

Palm Harbor, FL 34685
City, State & Zip

(727) 776-7250
Daytime Telephone number

mmtarantino@yahoo.com
E-mail address: (to be used for future annual report notification)

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

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ARTICLES OF INCORPORATION
KIWANIS CLUB OF
LARGO/MID-PINELLAS FOUNDATION, INC.

FIRST: That the name of said corporation shall be

KIWANIS CLUB OF LARGO/MID-PINELLAS FOUNDATION, INC.

SECOND: The principal office of the corporation for the transaction of business is to be located at 65 Fourth Street NW, Largo, within the County of Pinellas, State of Florida. The mailing address of the corporation is P.O. Box 2043, Largo, FL, 33779-2043. 33770

THIRD: The corporation shall have perpetual existence.

FOURTH: (a) 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 expending of funds directly for such purposes or by the furnishing of funds to other organizations organized for charitable, scientific research, or educational purposes, or the prevention of cruelty to children, all within the purview of Section 501 (c)(3) of the Internal Revenue Code and the Regulations there under.

(b) The specific purposes include but are not limited to community services such as Neighborly Care Network, Religious Community Services Food Bank, and various dog rescue/protection services; human and spiritual value services such as Salvation Army and Habitat for Humanity; youth services such as Big Brothers/ Big Sisters, Florida Sheriff's Youth Ranch, Largo Public Library Foundation, Pup Pal Reading Program at Largo Public Library; Educational Scholarship Program; Kiwanis International Foundation programs, and Kiwanis Florida Foundation programs; and, young children, priority one services such as Head Start Reading Program, Operation PAR Village, and other such programs.

FIFTH: This corporation is organized pursuant to the General Non-Profit Corporation Law of the State of Florida.

SIXTH: The number of directors of this corporation shall be ten (10).

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

President	Ellen Jensen	200 Lake Ave. NE, #308, Largo, FL, 33771
President Elect	Ben Hogan	200 Lake Ave. NE, #531, Largo, FL, 33771
Secretary	Lisa Hurley	910 Palmetto Dr., Safety Harbor, FL, 34695
Treasurer	Mary Gray Black	1860 Harmony Dr., Clearwater, FL, 33756
Director	Warren Ankerberg	5190 44 th St., S., St. Petersburg, FL, 33711
Director	Dottie Chambers	10285 127 th Place North, Largo, FL 33774
Director	Jean Halvorsen	79 Royal Palm Circle, Largo, FL 33778
Director	Debbie Taphouse	2136 Pine Ridge Dr., Clearwater, FL 33763
Director	Thomas Thompson	2199 Nolan Drive S., Largo, FL 33770



EIGHTH: 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 set forth in the bylaws.

NINTH: This corporation does not contemplate the distribution of gains, profits or dividends to the members thereof, and is organized for non-profit purposes; no part of any net earnings or assets thereof shall inure to the benefit of any members or any other individual.

TENTH: In the event of the dissolution of this corporation, after paying or adequately providing for the debts or obligations of this corporation, the directors, or persons in charge of liquidation, shall grant, convey, assign and transfer the remaining assets of this corporation unto:

- (1) A state, a territory, a possession of the United States, or any political subdivision of any of the foregoing; or to the United States or the District of Columbia, to be used exclusively for public purposes; and / or
- (2) A corporation, trust, or community chest fund of the foundation:
 - (a) Created or organized in the United States or in any possession thereof, or under the law of the United States, any state or territory, the District of Columbia, or any possession of the United States;
 - (b) Organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals;
 - (c) No part of the net earnings of which inures to the benefit of any private shareholder or individual; and
 - (d) No substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

The assets transferred to any organization listed above shall be used within the United States, or any of its possessions, exclusively for the purposes specified in subparagraph (b).

No such organization listed above shall qualify for distribution unless such organization shall be an organization, association, fund or foundation organized and operated exclusively for charitable, religious, scientific or educational purposes which is a tax-exempt, non-profit corporation under the United States Internal Revenue Code, and which is recognized as such by the United States Bureau of Internal Revenue.

If the corporation holds any assets in trust at the time of dissolution thereof, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court in the county in which the dissolved corporation had its principal office, upon petition therefore by the Attorney General, or any person concerned in the liquidation.

ELEVENTH: (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; and (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.

TWELFTH: The name and residence of the incorporator is:

Michele Simmons
1520 Seagull Drive, Apt. 201
Palm Harbor, FL 34685

The incorporator hereto is over the age of eighteen (18) years and is a resident of the State of Florida.



THIRTEENTH: The name and street address of the initial Registered Agent is:

Dr. Regina V. Bennett
1891 C Drew St.
Clearwater, FL 33765

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 5th day of February, 2010.

Michelle Simmons
Michelle Simmons, Incorporator

IN WITNESS WHEREOF, the persons who are to act in the capacity of first directors of this corporation have hereunto set their hands this 5th day of February 2010.

Ellen Jensen
Ellen Jensen, President

Ben Hogan
Ben Hogan, President Elect

Lisa Hurley
Lisa Hurley, Secretary

Mary Gray Black
Mary Gray Black, Treasurer

Warren Ankerberg
Warren Ankerberg, Director

Dottie Chambers
Dottie Chambers, Director

Jean Halvorsen
Jean Halvorsen, Director

Debbie Taphouse
Debbie Taphouse, Director

Thomas Thompson
Thomas Thompson, Director

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TALLAHASSEE, FLORIDA

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APPROVED

May 10, 2010

KIWANIS INTERNATIONAL
By [Signature]

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 5th day of February, 2010.

[Signature]
Dr. Regina V. Bennett, as Registered Agent

