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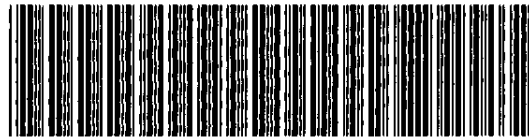
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Amend/cc
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Rotary Club of Largo Charitable Foundation Inc

DOCUMENT NUMBER: N10000010706

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Eric Coyner

(Name of Contact Person)

Largo Rotary

(Firm/ Company)

11551 119th Terrace N

(Address)

Largo, FL 33778

(City/ State and Zip Code)

info@largorotary.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Eric Coyner

(Name of Contact Person)

at (727) 424-3205

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Amendment
TO:
Articles of Incorporation
Rotary Club of Largo Charitable Foundation, Inc.
(A Corporation not-for-profit)

to The undersigned, acting as incorporator of this corporation pursuant to Chapter 617 Florida Statutes, hereby forms a corporation not-for-profit under the laws of the State of Florida and adopts the following *Amendment* Articles of Incorporation for such corporation:

Article I Name

The name of the corporation (the "Corporation") is the Rotary Club of Largo Charitable Foundation, Inc.

Article II Principal Office

This Corporation shall have perpetual existence, unless sooner dissolved by law. The initial principal office street address for the Corporation is 10225 Ulmerton Road Suite 3A Largo, FL 33771, and the mailing address of the Corporation is P.O. Box 578, Largo FL 33779.

Article III Purpose

The Corporation is organized exclusively for charitable purposes within the meaning of section 501(C)(3) of the internal revenue code of 1986, as amended, or the corresponding provision of any future federal tax code (the "Code") and is not formed for pecuniary profit or financial gain. The Corporation is authorized to perform any lawful act or activity for which corporations not-for-profit may be formed under the Florida Not for Profit Corporation Act. Notwithstanding any other provisions of these Articles to the contrary, the Corporation shall not have or exercise any power which would cause it not to qualify as a tax-exempt organization under section 501(c)(3) of the Code; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification.

Notwithstanding the foregoing, and to supersede the same where in conflict, the general purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary, and educational 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.

Article IV Manner of Election

The members of the Corporation shall consist of the individuals constituting the Board of Directors hereinafter provided, and their successors in office. The qualification for membership in the Corporation may be modified as provided in the Bylaws.

Article V Initial Directors

The number of directors constituting the Board of Directors of the Corporation shall be as provided in the Bylaws, provided, however the number of directors shall be not less than three (3). The manner in which the Directors are to be elected or appointed shall be as stated in the Bylaws of the Corporation. The names and addresses of the persons who are to serve as initial Directors until the first annual meeting of the Corporation or until their successors are elected, are:

Ramesh Parekh
901 N Hercules Ave #A
Clearwater, FL 33765

Al Comey
10225 Ulmerton Road Suite 3A
Largo, FL 33771

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Eric Coyner
11551 119th Terrace N
Largo, FL 33778

Article VI Initial Officers

The officers and their manner of election shall be as provided in the Bylaws. The initial persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors or until their successors are elected are:

President:	Ramesh Parekh
Vice-President:	Al Comey
Treasurer:	Eric Coyner
Secretary:	Satendra Singh
Director:	Linda Flower

Article VII Tangible and Intangible Assets

Title to all property of the Corporation shall be held in the name of the Corporation or as otherwise may be provided pursuant to the authority of the Bylaws of the Corporation. Any gift, bequest, devise or donation of any kind whatsoever to the Corporation or its Board of Directors shall be deemed to vest title in the Corporation.

The Corporation shall have no capital stock and shall declare no dividends, and the profits, or other income, if any, of the Corporation, from whatever source, shall be used solely in promoting the purposed thereof, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise, in any manner of profit to the Directors, Officers, or Members of this Corporation. However, nothing herein shall prohibit the payment in good faith of reimbursement to any Director, Officer, or Member for out of pocket expenses or reasonable compensation for services actually rendered on behalf of the Corporation.

Article VIII Registered Agent

The name and Address for the Corporation's registered agent is:

Eric Coyner
11551 119th Terrace N
Largo, FL 33778

Article IX Amendments

These Articles may be amended as provided in the Bylaws.

Article X Method of Dissolution

Upon the dissolution of the Rotary Club of Largo Charitable Foundation, 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 disposed of shall be disposed of by the Court of Common Pleas 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 XI The name and address of the incorporator is:

Eric Coyner
11551 119th Terrace N
Largo, FL 33778

Article XII

Section 1 – Prohibition on Private Inurement. Notwithstanding any other provision of these Articles to the contrary, no part of the net earning, current or accumulated or property of the Corporation shall inure to the benefit of, or be distributed to, any member (other than a member which is exempt from federal income tax under section 501(c)(3) of the Code), director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payment and distributions in furtherance of the purposes set forth in the Articles.

Section 2 – Prohibition on Dividends. Notwithstanding any other provision of these Articles to the contrary, no substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation.

Section 3 – Limitation on Lobbying Activities. Notwithstanding any other provision of these Articles to the contrary, no substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation.

Section 4 – Prohibition on Intervening in Political Campaigns. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 5 – Tax Exempt Status. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under sections 170(c)(2), and 2522(a)(2) of the Code.

Article XIII

Notwithstanding any other provision of these Articles to the contrary, during such period, or periods, as the Corporation is treated as a "private foundation" pursuant to section 509 of the Code, the Corporation must comply with the following;

Section 1 – Taxable Distributions. The Corporation shall distribute its net revenue at such time and in such manner so as not to subject the Corporation to tax under section 4942 of the Code.

Section 2 – Self Dealing. The Corporation shall be prohibited from engaging in any act of self-dealing (as defined in section 4941(d) of the Code).

Section 3 – Excess Business Holdings. The Corporation shall be prohibited from retaining any excess business holding (as defined in section 4941(d) of the Code) which would subject the Corporation to tax under section 4945 of the Code.

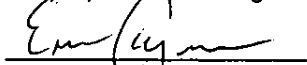
Section 4 – Jeopardizing Investments. The Corporation shall be prohibited from making any investments or otherwise acquiring assets in such manner so as to subject the Corporation to tax under section 4944 of the Code. Further, the Corporation shall be prohibited from retaining any assets which would subject the Corporation to tax under section 4944 of the Code if the Directors have acquitted such assets.

Section 5 – Taxable Expenditures. The Corporation shall be prohibited from making any taxable expenditure (as defined in section 4945(d) of the Code).

Article XIV

The Corporation shall indemnify any officer, director or employee, or any former officer, director or former employee, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator, has hereunto set his hand this 21st day of March 2011, for the purpose of forming this corporation not-for-profit under Florida Not for Profit Corporation Act.

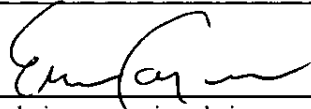

Eric Coyner

The date of each amendment(s) adoption: 03-21-2011
(date of adoption is required)
Effective date if applicable: 03-21-2011
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 03/16/2011

Signature 
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Eric Coyner
(Typed or printed name of person signing)

Treasurer
(Title of person signing)