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Division of Corporations

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Florida Department of State

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FLORIDA PROFIT/NON PROFIT CORPORATION Boys & Girls Clubs Foundation of Indian River County

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SECRETARY OF STATE
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ARTICLES OF INCORPORATION
OF

BOYS & GIRLS CLUBS FOUNDATION OF INDIAN RIVER COUNTY, INC.

The undersigned, under the provisions of Chapter 617 of the Florida Statutes, for the purpose of forming a not for profit corporation under the laws of the State of Florida, sets forth the following:

ARTICLE I - Name

The name of the corporation is Boys & Girls Clubs Foundation of Indian River County, Inc.

ARTICLE II - Principal Place of Address

The Boys & Girls Clubs Foundation of Indian River County, Inc. (the "Corporation") shall have and continuously maintain in Vero Beach, Florida, its principal place of business at 1729 17th Avenue, Vero Beach, Florida 32960. The mailing address of the Corporation shall be the same. The name and Florida street address of the initial registered agent shall be Rebecca F. Emmons, Esq., 3355 Ocean Drive, Vero Beach, FL 32963.

ARTICLE III - Purpose

The Corporation is organized and operated solely and exclusively to support and benefit the Boys & Girls Clubs of Indian River County, Inc., a Florida not-for-profit corporation, which is tax exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the "Code") and which is qualified as a public charity under Section 509(a)(1) of the Code (the Boys & Girls Clubs of Indian River County, Inc.), including the establishment of an endowment to support such mission. The Corporation may, as permitted by law, engage in any and all activities in furtherance of, related to, or incidental to these purposes which are not inconsistent with the Corporation's qualification under Section 501(c)(3) of the Code or with its status as a "Type I" supporting organization under Section 509(a)(3) of the Code and the Treasury Regulations promulgated thereunder.

ARTICLE IV - Powers

The Corporation shall possess and exercise all the powers and privileges granted by Chapters 607 and 617 of the Florida Statutes, or by any other law of Florida, together with all powers necessary or convenient to the conduct promotion or attainment of the activities or purposes of the Corporation, limited only by the restrictions set forth in these Articles of Incorporation or in the Bylaws of the Corporation.

ARTICLE V - Terms of Existence

The term for which the Corporation is to exist shall be perpetual.

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ARTICLE VI – Members

The Corporation shall be organized as a non-stock corporation and the Corporation shall have no members.

ARTICLE VII – Directors

A. Generally. The Corporation shall be governed by the Board of Directors who shall be elected as provided in the Bylaws of the Corporation and who shall be responsible for the administration of the affairs of the Corporation. The number and terms of the Directors shall be as provided in the Bylaws of the Corporation. All Directors will also be Directors of the Boys & Girls Clubs of Indian River County and be elected by the Board of the Boys & Girls Clubs of Indian River County.

B. Powers. The Board of Directors shall act for the Corporation and shall have the power to decide all matters relating to the conduct of the Business subject to any restrictions contained herein or in the Bylaws of the Corporation.

ARTICLE VIII – Dissolution

In the event of dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation to the Boys & Girls Clubs of Indian River County, Inc., if still in existence and qualifying as an exempt organization under section 501(c)(3) of the Code, or if not still in existence and qualifying as tax exempt, then to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes and which are, at the time qualified as an exempt organization under Section 501(c)(3) of the Code, as the Board of Directors shall determine to be best calculated to carry out the objects and purposes of the Corporation. Any such assets not so disposed of shall be disposed of by the appropriate Court of the jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated for such purpose.

ARTICLE IX- Amendment

The power to make, alter, amend, repeal or adopt the Articles of Incorporation or the bylaws of this Corporation shall be proposed by the Board of Directors of this Corporation and require the approval of a majority of the members of the Board of Directors of the Boys & Girls Clubs of Indian River County, Inc.

ARTICLE X – Indemnification

A. No officer or director of the Corporation shall be personally liable to the Corporation for monetary damages for or arising out of a breach of fiduciary duty as an officer or

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director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director to the extent that such liability is imposed by applicable law (i) for a breach of the director's duty of loyalty to the Corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the officer or director derived an improper personal benefit.

B. The Corporation may, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer or director of the Corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not have acted in good faith in the reasonable belief that such action was in the best interests of the Corporation; and further provided that any compromise or settlement payment shall be approved by the Corporation.

C. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of an officer or director entitled to indemnification hereunder. The right of indemnification under this provision shall be in addition to and not exclusive of all other rights to which any person maybe entitled.

D. This provision constitutes a contract between the Corporation and the indemnified officers and directors. No amendment or repeal of this provision that adversely affects the right of an indemnified officer or director shall apply to such officer or director with respect to those acts or omissions that occurred at any time prior to such amendment or repeal.

ARTICLE XI - Miscellaneous

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and 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. Notwithstanding any other provision of these articles, 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 section 170(c)(2) of the Code.

B. The income from any and all fund raising activities of the Corporation shall only be distributed to the Boys & Girls Clubs of Indian River County, Inc. in support of and

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furtherance of its purposes and in accordance with the Corporation's Distribution Policy and the donor's intent.

ARTICLE XII - EFFECTIVE DATE

These Articles of Incorporation shall be effective on the date that same is filed with the Florida Secretary of State.

ARTICLE XIII - Incorporator

The name and street address of the incorporator for these articles of incorporation is: Boys & Girls Clubs of Indian River County, Inc., 1729 17th Avenue, Vero Beach, Florida 32960.

The undersigned incorporator has executed these articles of Incorporation this 28th day of July 2011.

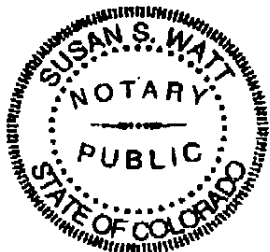
BOYS & GIRLS CLUBS OF INDIAN RIVER COUNTY

By: Gerard Lynch

Gerard Lynch, Director

STATE OF COLORADO
COUNTY OF EAGLE

The foregoing instrument was acknowledged before me this 28th day of July 2011, by Gerard Lynch, as Director of the Boys & Girls Clubs of Indian River County as the Incorporator of Boys & Girls Clubs Foundation of Indian River County, Inc. who is personally known to me or who has produced Florida D.L. as identification.



Susan S. Watt 7/28/2011
Notary Public

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AND
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SECRETARY OF STATE
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ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

Rebecca F. Emmons, Esq. is an individual residing in this state having a business office identical with the registered office of the company named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation.

Rebecca F. Emmons, Esq. is familiar with and accepts the obligations of the position of Registered Agent under Section 617.0503 of the Florida Statutes.

Rebecca F. Emmons
Rebecca F. Emmons, Esq.

July 29, 2011
Date