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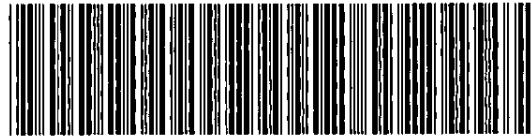
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1. ROTARY CLUB OF VERO BEACH SUNRISE FOUNDATION, INC.
(CORPORATE NAME AND DOCUMENT #)
2. _____
(CORPORATE NAME AND DOCUMENT #)
3. _____
(CORPORATE NAME AND DOCUMENT #)
4. _____
(CORPORATE NAME AND DOCUMENT #)
5. _____
(CORPORATE NAME AND DOCUMENT #)
6. _____
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS: _____

Rotary Club of Vero Beach Sunrise Foundation, Inc.

ARTICLES OF INCORPORATION
ROTARY CLUB OF VERO BEACH SUNRISE FOUNDATION, INC.
A NONPROFIT CORPORATION

These articles of incorporation are submitted for filing in accordance to the provisions of Chapter 617 of the Florida Statutes.

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Article I - Entity Name

The name of the corporation shall be Rotary Club of Vero Beach Sunrise Foundation, Inc., a Florida nonprofit corporation (hereinafter "Corporation").

Article II – Principal Office

Principal street address
3755 20th Place
Vero Beach, FL 32960

Mailing address
P.O. Box 6274
Vero Beach, FL 32961

Article III- Purpose

The Corporation is organized for charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), and Chapter 617 of the Florida Statutes. In particular the Corporation shall raise funds for Rotary Club of Vero Beach Sunrise, Inc., a nonprofit corporation and to that end, to take by gift, bequest, devise, purchase, or lease, either absolutely or in trust, and hold, administer and distribute for such objects and purposes, or any of them, any property, real, personal or mixed, without limitation as to the amount or value; and in administering the same to carry out the directions and exercise the powers contained in any trust instrument under which the property is received, for one or more of such purposes; to sell, convey or otherwise dispose of any such property; to invest, and reinvest or deal with the proceeds and income of any such property; to incur and pay expenses incidental to the receipt, administration and distribution of any such property, but only for the foregoing purposes, or some of them; and in general, to exercise any, all and every power which a non-profit corporation organized under the provisions of the Florida Statutes can be authorized to exercise for charitable, scientific, literary, educational or other exempt purposes as defined in Section 501(c)(3) and 170(c)(2) of the Code, but not for any other purpose.

Article IV- Manner of Election

The method of election of directors shall be set by the bylaws.

Article V- Initial Officers and/or Directors

Management of the affairs of the Corporation is to be vested in its board of directors. The number of initial directors shall be six (6). The number of directors shall be

Rotary Club of Vero Beach Sunrise Foundation, Inc.

set by the bylaws of the Corporation as may be amended from time to time, provided that the number of directors may never be less than three. The names and addresses of the persons who are to serve as directors until their successors are elected and qualified are:

Name	Title	Address
Rick L. Root	President	470 Greystone Court, Vero Beach, FL 32968
Paul U. Dritenbas	President Elect	470 Greystone Court, Vero Beach, FL 32968
Tina Nicholson	Vice President	470 Greystone Court, Vero Beach, FL 32968
Steve Brewer	Immed. Past President	470 Greystone Court, Vero Beach, FL 32968
Cindy Lawson	Treasurer	470 Greystone Court, Vero Beach, FL 32968
Caryl A. Culp	Secretary	470 Greystone Court, Vero Beach, FL 32968

Other than initial directors, directors of the Corporation must also be members of the Corporation. If at any time, a director ceases to be a member; his or her directorship shall at such time become vacant.

Article VI- Registered Agent

The initial registered agent is an individual resident of the state whose name is Rick Lee Root. The business address of the initial registered agent and the initial registered office is 3755 20th Place, Vero Beach, FL 32960.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity


Required Signature of Registered Agent

2/29/12
Date

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Article VII - Incorporator

The name and address of the incorporator is Rick Lee Root, 3755 20th Place, Beach, FL 32960.

Article VIII- Restrictions and Limitations

Notwithstanding the foregoing or anything to the contrary herein, the Corporation may not:

A. engage in any activity or take any action prohibited by the applicable provisions of Chapter 617, Florida Statutes;

B. pay any dividend or distribute any part of the income of the Corporation to its members, if any, directors, if any, or officers. However, the Corporation may pay compensation in a reasonable amount to its members, directors, or

officers for services rendered, may confer benefits upon its members in conformity with its purposes, provided such compensation and benefits are reasonable;

C. make loans to the Corporation's directors;

D. engage in any activities, except to an insubstantial degree, that are not in furtherance of the purpose or purposes of the Corporation;

E. conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (c)(3) of the Internal Revenue Code and its regulations, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and regulations;

F. serve any private interest except if clearly incidental to the public benefit provided by the Corporation;

G. allow any of the Corporation's net earning to inure to the benefit of the members, if any of the Corporation, or any private individual;

H. engage in more than an insubstantial degree in the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not directly or indirectly participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office, except as allowed by Internal Revenue Code and its regulations;

I. make distributions at such time and in such manner as to subject it to tax under Section 4942 of the Code;

J. engage in any act of self-dealing which would be subject to tax under Section 4941 of the Code;

K. retain any excess business holdings which would subject it to tax under Section 4943 of the Code;

L. make any investments which would subject it to tax under Section 4944 of the Code; or

M. make any taxable expenditures which would subject it to tax under Section 4945 of the Code.

Article IX- Distribution of Assets upon Winding Up

Upon the dissolution of this organization, assets shall be distributed for one or more

Rotary Club of Vero Beach Sunrise Foundation, Inc.

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.

Article X - Organizational Structure

The Corporation will have members.

Article XI- Action Without a Meeting by Members, Directors or Committees

Any action required by Chapter 617 of the Florida Statutes to be taken at a meeting of the members or directors of the Corporation or any action that may be taken at a meeting of the members or directors or of any committee may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by a sufficient number of members, directors, or committee members as would be necessary to take that action at a meeting at which all of the members, directors, or members of the committee were present and voted.

Article XII - Power to Amend Bylaws Reserved by Members

The power to amend the bylaws is reserved exclusively to the members.

Article XIII - Indemnification

To the full extent permitted by the applicable provisions of Chapter 617 of the Florida Statutes and other applicable law, the Corporation shall advance or reimburse expenses to and indemnify any present and former directors, officers, employees, and agents of the Corporation and persons serving or formerly serving at the request of the Corporation as directors, officers, partners, venturers, proprietors, trustees, employees, agents or similar functionaries of another foreign or domestic corporation, employee benefit plan, other enterprise or entity against judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses actually incurred by the person in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitral or investigative. any appeal in such action, suit or proceeding and any inquiry or investigation that could lead to such an action suit or proceeding, because the person is or was acting in one of the capacities set forth above.

Article XIV -Effective Date of Filing

This certificate of formation becomes effective when the document is filed by the secretary of state. The Corporation shall have perpetual existence, unless earlier terminated by operation of law or as provided in these Articles or the By-Laws of the Corporation.

