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(Requestor's Name)

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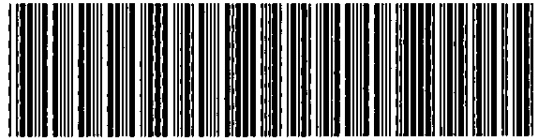
(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

K 06/04/12

COVER LETTER

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

SUBJECT: Lakeland Kiwanis Charitable 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: Andrew M. Reed, Esq.
Name (Printed or typed)

1828 S. Florida Ave.
Address

Lakeland, FL 33803
City, State & Zip

(863) 687-1771
Daytime Telephone number

andy@polklawyer.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
LAKELAND KIWANIS
CHARITABLE FOUNDATION, INC.**

**ARTICLE I
NAME**

The name of said corporation shall be the Lakeland Kiwanis Charitable Foundation, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The principal office of the corporation for the transaction of business is to be located within the County of Polk, State of Florida. The initial principal office shall be 1718 Sims Place, Lakeland, FL 33803, and the mailing address shall be P.O. Box 5146, Lakeland, FL 33807.

**ARTICLE III
DURATION**

The corporation shall have perpetual existence until dissolved in accordance with these Articles.

**ARTICLE IV
PURPOSE**

The purposes for which the foundation was organized are as follows:

(a) To assist and engage in all activities which serve charitable, benevolent, eleemosynary, educational, religious or scientific purposes, which are permitted under the Florida Not for Profit Corporation Act ("Act"), as amended, and which are permitted to be carried out by an organization exempt from federal taxation under the provisions of Sec. 501(c)(3), Internal Revenue Code of 1986 ("Code") as amended, and the regulations promulgated thereunder, as amended or updated ("Regulations") or by an organization eligible to receive contributions deductible under Sec. 170(c)(2) of the Code and the Regulations, or the corresponding provisions of any subsequent federal tax laws.

(b) 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 Sec. 501(c)(3) of the Code and the Regulations, or corresponding provisions of any subsequent federal tax laws.

(c) To solicit, collect and otherwise raise money to fund aims and goals of the Lakeland Kiwanis Charitable Foundation, Inc., which are exclusively charitable and within the meaning of Sec.

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TALLAHASSEE, FLORIDA

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Lakeland Kiwanis Charitable Foundation, Inc.
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501(c)(3) of the Code and the Regulations, or corresponding provisions of any subsequent federal tax laws.

(d) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 set forth in the purpose clause hereof. 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 or in opposition to 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 by a corporation exempt from federal income tax under Sec. 501(c)(3) of the Code and the Regulations, or corresponding provisions of any subsequent federal tax laws.

ARTICLE V
MANNER OF ELECTION OF DIRECTORS AND OFFICERS

The authorized number, qualification and manner of election and appointment of members of the Board of Directors and Officers to this corporation, shall be as set forth in the By-Laws of this corporation. Initially, there shall be fifteen (15) directors, composed of six (6) officers and nine (9) elected directors.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

The names and addresses of the initial Directors of the Board of the corporation are:

Mark Codd	President	89 Shadow Lane, Lakeland, FL 33813
Kathleen Wallen	President Elect	53 Lake Morton Drive, Lakeland, FL 33801
Scott Gardner	Vice President	5015 S. Florida Ave., Lakeland, FL 33813
Joy Davis	Secretary	1718 Sims Place, Lakeland, FL 33803
Benjamin Fairchild	Treasurer	1720 S. Florida Ave., Lakeland, FL 33803
James Malless	Past President	321 N. Kentucky Ave., Suite 10, Lakeland, FL 33801
Jonathan Crain	Director	4406 S. Florida Ave., Ste. 27, Lakeland, FL 33813
David Grisham	Director	P.O. Box 24628, Lakeland, FL 33802
Mike LaPan	Director	701 W. Lime St., Lakeland, FL 33815
Michael Micallef, Jr.	Director	3340 S. Florida Ave., Lakeland, FL 33803
Tom Scharar	Director	2933 S. Florida Ave., Ste. 4, Lakeland, FL 33803
Monti Sommer	Director	618 N. Massachusetts Ave., Lakeland, FL 33801
Matthew Cantrall	Director	1829 E. Edgewood Dr., Lakeland, FL 33803
Bruce Abels	Director	2626 Hollingsworth Hill Ave., Lakeland, FL 33803
Chas Smith	Director	1509 S. Florida Ave., Lakeland, FL 33803

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ARTICLE VII
CORPORATE POWERS

The corporate powers of this corporation are as provided in the Act.

ARTICLE VIII
COMPLIANCE WITH KIWANIS INTERNATIONAL

The corporation shall be subordinate to and subject to the bylaws and policies of Kiwanis International, as they may be amended from time to time, and shall comply with all requirements and conditions that Kiwanis International may prescribe, and in particular, as follows: (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.

ARTICLE IX
MEMBERSHIP

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.

ARTICLE X
NOT FOR PROFIT

This corporation is organized pursuant to the Florida Not For Profit Corporation Act. 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.

ARTICLE XI
DISSOLUTION

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, to be used exclusively for one or more exempt purposes within the meaning of Sec. 501(c)(3) of the 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; or to a corporation, trust or community chest fund of the corporation which is (a) created or organized in the United States or in any possession thereof, or

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under the law of the United States, any state or territory or the District of Columbia; (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. 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 Code, and which is recognized as such by the Internal Revenue Service.

Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in Polk County, Florida, or other county where the principal office of the corporation is then located, to be used exclusively for such purposes or distributed to such organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is *Joseph P. Mawhinney, Esq., 1828 S. Florida Ave., Lakeland, FL 33803.*

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.

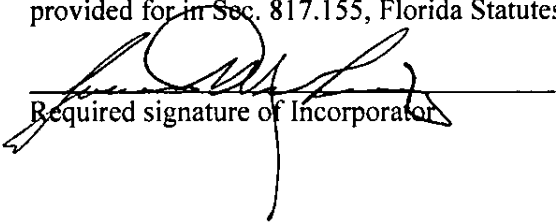

Required signature of Registered Agent

5/29/12
Date

ARTICLE XIII
INCORPORATOR

The name and Florida street address of the incorporator is *Joseph P. Mawhinney, Esq., 1828 S. Florida Ave., Lakeland, FL 33803.*

I submit this document and affirm that the facts stated herein are true, I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Sec. 817.155, Florida Statutes.


Required signature of Incorporator

5/29/12
Date

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TALLAHASSEE, FLORIDA

April 10, 2012

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ARTICLE XIV
EFFECTIVE DATE

The effective date shall be the date of filing with the Secretary of State of the State of Florida.

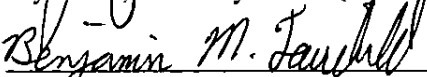
These Articles have been approved by the initial Directors and Officers as of this 10th day of April, 2012:



Mark Codd, President

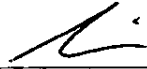

Kathleen Wallen, President Elect


Scott Gardner, Vice President

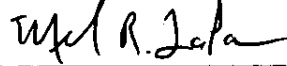

Joy Davis, Secretary

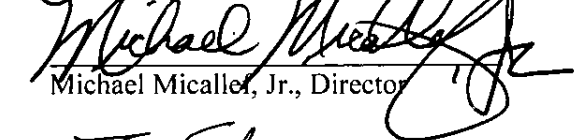

Benjamin Fairchild, Treasurer


James Malless, Past President


Jonathan Crain, Director



David Grisham, Director


Mike LaPan, Director


Michael Micaller, Jr., Director


Tom Scharar, Director


Monti Sommer, Director


Matthew Cantrall, Director


Bruce Abels, Director


Chas Smith, Director

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TALLAHASSEE, FLORIDA

April 10, 2012

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Approved by Kiwanis International on this 18th day of May, 2012.

By 

Print Name: DAN M Wilson

Its: KIWANIS INTL

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TALLAHASSEE, FLORIDA

Kiwanis

CONSENT

(Charitable Organization - U.S.)

TO: KIWANIS CLUB OF LAKELAND

Having complied with all the conditions and requirements of KIWANIS INTERNATIONAL (a corporation created by and existing under the laws of the State of Indiana) with reference to the incorporation of the above charitable organization, consent is hereby given for you to incorporate without capital stock and not for profit, pursuant to the laws of the **State of Florida** under the name of the **Lakeland Kiwanis Charitable Foundation** and according to the Articles of Incorporation and Bylaws which you have submitted and which are hereby approved.

This consent is given on condition that it is revocable by KIWANIS INTERNATIONAL if at any time the club departs from the plan of organization approved by KIWANIS INTERNATIONAL; and that in the event such revocation, the club will comply with whatever request is made of it by KIWANIS INTERNATIONAL to conform to said plan; or, in the event of failure to so conform, that the club will cause dissolution of said corporation.

KIWANIS INTERNATIONAL, INC.

BY: 

Joan M. Wilson, Manager
Member Services

DATE: May 18, 2012

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3636 Woodview Trace
Indianapolis, Indiana 46268
317-875-8755, extension 263 – fax 317-879-0204
jwilson@kiwanis.org