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Fastkit Corp.

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Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION
KIWANIS OF PINECREST/PALMETTO BAY FOUNDATION, INC.**

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**ARTICLES OF INCORPORATION
OF
KIWANIS OF PINECREST/PALMETTO BAY FOUNDATION, INC.**

The undersigned, for the purposes of forming a Florida, not for profit corporation, under the laws of the state of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be KIWANIS OF PINECREST/PALMETTO BAY FOUNDATION, INC.

ARTICLE II - PRINCIPAL OFFICE

The registered address of the principal office is:

12651 S Dixie Highway Suite 400
Pinecrest FL 33156-5956

ARTICLE III - PURPOSES

The purposes for which the corporation is organized are as follows:

- a) This foundation is organized exclusively for charitable, religious, educational or scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Service Code, or the corresponding section of any future federal tax code.
- b) To support programs approved by the Board of Directors for education, safety, health and good citizenship which benefit primarily children and families in South Florida.
- c) To support programs adopted by Kiwanis International and the Kiwanis Club of Pinecrest/Palmetto Bay for the benefit of youth and communities in the United States and other countries.
- d) To engage in any lawful act or activity for which corporations not for profit may be formed under the laws of the State of Florida.

ARTICLE IV - REGISTERED AGENT

The name and address of the initial registered agent of this corporation is:

Marion Mason 9454 SW 146 Avenue, Miami FL 33186

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ELECTION OF DIRECTORS

The election of officers and directors shall be held at the annual meeting. Voting shall be by ballot and not be cumulative. Only active, senior and privileged members present and in good standing may vote. There shall be no voting by proxy or absentee ballot.

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ALLAHASSEE FLORIDA**ARTICLE VII - INITIAL DIRECTORS AND OFFICERS**

The names and post office addresses of the initial Board of Directors who shall hold office for the first year of existence of the corporation, or until their successors have been elected and qualified, unless otherwise stated by the By-Laws, are:

Clara Campa-Timpone	- 1340 SW 102 Avenue, Miami FL 33176	- Pres/Director
Ingrid Chin	- 14541 SW 76 Avenue, Miami FL 33156	- VP/Director
Stuart Gordon	- 14780 SW 156 Avenue, Miami FL 33196	- Treas/Director
Marion Mason	- 9454 SW 146 Avenue, Miami FL 33186	- Sec/Director
Trudi Young	- 14455 SW 167 Terrace, Miami FL 33177	- Director

ARTICLE VIII - POWERS

The Corporation shall have all powers granted by law to not for profit corporations subject to the following limitations and restrictions:

- a) 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 Articles III hereof.
- b) 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.
- c) 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 Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding provision of any future federal tax code.

ARTICLE IX AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, any Amendment hereto, and the By-Laws, and any right conferred upon members is subject to this reservation.

ARTICLE X DISSOLUTION

Upon the dissolution of the corporation, the governing board shall, after paying or making provision 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, in such manner to such organization or organizations organized or operated exclusively for charitable, educational, religious or scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future federal tax code, as the governing board shall determine. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction, as provide by law, of the county 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 exclusively for such purposes.

ARTICLE XI INCORPORATOR

The name and address of the incorporator is:

Marion Mason 9454 SW 146 Avenue, Miami FL 33186

ARTICLE XII ACCEPTANCE AND ACKNOWLEDGEMENT

I Marion Mason, incorporator submitting these Articles of Incorporation affirm that the facts stated herein are true and having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, am familiar with the requirements of such office and accept the appointment as registered agent and agree to act in this capacity for the KIWANIS OF PINECREST/PALMETTO BAY FOUNDATION, INC. hereunto set my hand and seal this 10th day of September, 2012

Marion Mason

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