

N120000 10647

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T. CARTER



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 2, 2013

DEBORAH FREUDENBERG
21802 HIGH PINE TRAIL
BOCA RATON, FL 33428 US

SUBJECT: ROTARY CLUB DOWNTOWN BOCA RATON FUND, INC.
Ref. Number: N12000010647

We have received your document for ROTARY CLUB DOWNTOWN BOCA RATON FUND, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Tina D Carter
Regulatory Specialist

Letter Number: 113A00023080

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: ROTARY CLUB DOWNTOWN BOCA RATON FUND, Inc.

DOCUMENT NUMBER: N000010647

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

Please return all correspondence concerning this matter to the following:

Deborah Freudenberg

(Name of Contact Person)

(Firm/ Company)

21802 High Pine Trail

(Address)

Boca Raton, FL 33428

(City/ State and Zip Code)

deborah@thefreuds.com

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

For further information concerning this matter, please call:

Deborah Freudenberg

(Name of Contact Person)

at 561 477-1199

(Area Code & Daytime Telephone Number)

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

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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

AMENDED & RESTATED ARTICLES OF INCORPORATION¹³⁰

Rotary Club Downtown Boca Raton Fund, Inc.

The undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation:

ARTICLE I

First: The name of the Corporation shall be "Rotary Club Downtown Boca Raton, Inc."

Employer Identification Number: 46-0790021

Second: The place in this state where the principal office of the Corporation is to be located is the City of Boca Raton, Palm Beach County, Florida, U.S.

Third: Said corporation is organized exclusively for charitable, religious, educational, and 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 Code, or the corresponding section of any future federal tax code.

Fourth: The names and addresses of the persons who are the initial trustees of the corporation are as follows:

Alan Kaye, President
20968 Delagado Terrace
Boca Raton, FL 33433

Janice Williams, Secretary
6099 NW 31st Terrace
Boca Raton, Florida 33496

Deborah Freudenberg, Treasurer
21802 High Pine Trail
Boca Raton, FL 33428

Fifth: 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. 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 (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

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

If reference to federal law in articles of incorporation imposes a limitation that is invalid in your state, you may wish to substitute the following for the last sentence of the preceding paragraph:

"Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation."

Sixth: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction 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 II

The principal place of business address:

21802 High Pine Trail
Boca Raton, FL U.S. 33428

The mailing address of the corporation is

P.O. Box 880087
Boca Raton, FL U.S. 33488

ARTICLE III

The purpose of this Corporation is to receive and administer funds to benefit the Boca Raton Community through Health and Wellness, and Community well-being.

ARTICLE IV

The manner in which directors are elected or appointed is:

As provided for in the By Laws.

ARTICLE V

The name and Florida street address of the registered agent is:

Deborah Freudenberg, Treasurer
21802 High Pine Trail
Boca Raton, FL 33428

ARTICLE VI

The name and address of the incorporator is:

Alan Kaye, President
20968 Delagado Terrace
Boca Raton, FL 33433

ARTICLE VII

The initial officer(s) and/or director(s) of the corporation is/are:

Alan Kaye, Title: President
20968 Delagado Terrace
Boca Raton, FL 33433

Janice Williams, Title: Secretary
6099 NW 31st Terrace
Boca Raton, Florida 33496

Deborah Freudenberg, Title: Treasurer
21802 High Pine Trail
Boca Raton, FL 33428

Jon Kaye, Title: Director
12716 NW 18th Place
Coral Springs, FL 33071

Dr. Robert Klein Title: Director
1906 Clint Moore Road, Suite 4
Boca Raton, FL 33496

Bob Hildreth Title: Director
5642 Santiago Circle
Boca Raton, FL 33433

ARTICLE VIII

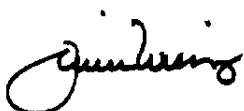
The effective date for this corporation shall be:

11/06/2012

In witness whereof, we have hereunto subscribed this 6 day of November, 2012.

A handwritten signature in black ink that reads "Alan Kaye". The signature is written in a cursive style with a large, looped initial "A".

Alan Kaye, President

A handwritten signature in black ink that reads "Janice Williams". The signature is written in a cursive style with a large, looped initial "J".

Janice Williams, Secretary

A handwritten signature in black ink that reads "Deborah Freudenberg". The signature is written in a cursive style with a large, looped initial "D".

Deborah Freudenberg, Treasurer

The date of each amendment(s) adoption: November 13, 2012, if other than the date this document was signed.

Effective date if applicable: November 13, 2012
(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 November 13, 2012

Signature

Alan G. Kaye

(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)

Alan G. Kaye

(Typed or printed name of person signing)

President

(Title of person signing)

Deborah Freudenberg
Deborah Freudenberg
Treasurer