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

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ARTICLES OF INCORPORATION  
OF  
KIWANIS CLUB OF PINECREST/PALMETTO BAY, INC.

The undersigned, for the purposes of forming a corporation, not for profit, under Chapter 617 Florida Statutes, the Florida Not For Profit Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be KIWANIS CLUB OF PINECREST/PALMETTO BAY, 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:

1. To give primacy to the human and spiritual rather than to the material values of life.
2. To encourage the daily living of the Golden Rule in all human relationships.
3. To promote the adoption and the application of higher social, business and professional standards.
4. To develop, by precept and example, a more intelligent, aggressive and serviceable citizenship.
5. To provide through this club, a practical means to form enduring friendships, to render altruistic service, and to build better communities.
6. To cooperate in creating and maintaining the sound public opinion and high idealism which make possible the increase of righteousness, justice, patriotism and good will.
7. For the purposes aforesaid, to take over the assets, rights and franchises of the unincorporated club, known as the Kiwanis Club of Pinecrest/Palmetto Bay, and its members.
8. To do all such things as are incidental or constructive to the attainment of the above purposes.

ARTICLE IV - ORGANIZATION

This corporation 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; to further the Objects of Kiwanis International; and, to engage in any lawful act or activity for which corporations not for profit may be formed under the Florida Not For Profit Corporation Act.

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#### 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, members present and in good standing may vote. There shall be no voting by proxy or absentee ballot.

#### 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:

Martha Brooks	- 12793 SW 209 Lane, Miami FL 33177	- President
Ethlyn Edwards-Marsh	- 8459 SW 137 Avenue, Miami FL 33183	- President Elect
Judith Rose-Singh	- 9476 Caribbean Blvd., Miami FL 33189	- Vice Pres/Director
Stuart Gordon	- 14780 SW 156 Avenue, Miami FL 33196	- Treasurer
Andrea Forbes	- 12257 SW 201 Terrace, Miami FL 33177	- Secretary
Marion Mason	- 9454 SW 146 Avenue, Miami FL 33186	- Director
Michelle Murphy	- 14455 SW 167 Terrace, Miami FL 33177	- Director
Minerva Wilkinson	- 15971 SW 142 Terrace, Miami FL 33196	- Director
Rory DeVerteuil	- 11833 SW 99 Lane, Miami FL 33186	- 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)(4) 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.

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#### 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.

Whenever requested by the Board of Trustees of Kiwanis International the proposed corporation will dissolve or change its form of organization, and no change in the corporate structure or in the purpose and powers of the proposed corporation shall be made without the consent of Kiwanis International.

#### 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 subscriber to these articles is:

Marlon Mason 9454 SW 146 Avenue, Miami FL 33186

#### ARTICLE XII 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 XIII 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 CLUB OF PINECREST/PALMETTO BAY, INC. hereunto set my hand and seal this 21<sup>st</sup> day of December, 2012

Marion Mason

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