

Division of Corporations

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
WINTER GARDEN ROTARY FOUNDATION INC**

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**THE WINTER GARDEN ROTARY FOUNDATION, INC.**

The undersigned certify that the Directors described herein acting in accordance with the laws of the State of Florida, duly approved amendments to and a restatement of the Articles of Incorporation of The Winter Garden Rotary Foundation, Inc., a not-for-profit corporation filed with the Florida Department of State on October 6, 2015. The Directors hereby state that the amendments and restatement does not require member approval and acknowledge that the Board of Directors adopted the amendment and restatement on November 28 2015. Accordingly, these Amended and Restated Articles of Incorporation are being filed in accordance with Chapter 617, Florida Statutes. The undersigned further declare that the following Articles shall serve as the Charter and authority for the conduct of business of The Winter Garden Rotary Foundation, Inc., a not-for-profit corporation and shall supersede the original Articles of Incorporation filed on October 6, 2015 and any amendments thereto. The Articles of Incorporation of The Winter Garden Rotary Foundation, Inc. are hereby amended and restated in their entirety as follows:

**ARTICLE I – NAME OF CORPORATION**

The name of this corporation shall be Winter Garden Rotary Foundation, Inc.

**ARTICLE II – ADDRESS OF CORPORATION**

The principal place of business of the corporation is 29 Garden Ave., Winter Garden, Florida 34787. The mailing address of the corporation is P.O. Box 770096, Winter Garden, FL 34777.

**ARTICLE III – PURPOSES AND POWERS OF CORPORATION**

A. The corporation is organized exclusively for charitable, scientific, literary and educational purposes, including, for all such purposes, making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"). To the extent consistent with sentence and permissible under Florida law, the purposes of this corporation shall include, but shall not be limited to, raising funds for distribution to needy recipients and encouraging education, primarily focusing on assisting education programs in the Winter Garden, Florida area and making donations to charitable organizations.

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B. This corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.
2. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.
3. Notwithstanding any other provision of these Articles of Incorporation, 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 Code, or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Code.
4. If the corporation is, or shall ever be, classified as a "private foundation", as defined in Section 509(a) of the Code, the following provisions shall apply for so long as it remains a private foundation:

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- i. The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
- ii. The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.
- iii. The corporation will not retain any excess business holdings as defined in Section 494(c) of the Code.
- iv. The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code.
- v. The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

#### ARTICLE IV – SOLE MEMBER

The sole member of the corporation shall be Winter Garden Rotary, Inc, a Florida not for profit corporation. The Board of Directors of the corporation shall be elected as provided in the Bylaws. The Board of Directors shall at all times consist of at least three (3) persons.

#### ARTICLE V – REGISTERED AGENT

The name and address of the registered agent is: Windsor Realty Group Inc., 160 S. Main Street, Winter Garden, Florida 34787. The Board of Directors may from time to time designate a new registered office and registered agent.

#### ARTICLE VI – INCORPORATOR

The name and address of the incorporator of this corporation are:

Name

Sheri L. Lolacono

Address

15150 Oakland Ave.  
Oakland, FL 34787.

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## ARTICLE VII – INITIAL OFFICERS/DIRECTORS

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

Title: P

Jennifer Campbell – P.O. Box 770096, Winter Garden, Florida 34777

Title: VP

Daryll Parker - P.O. Box 770096, Winter Garden, Florida 34777

Title: S

Terry Buczkowski - P.O. Box 770096, Winter Garden, Florida 34777

## ARTICLE VIII – INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

## ARTICLE IX – TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Secretary of State.

## ARTICLE X – DISSOLUTION OF CORPORATION

Upon the dissolution of this corporation, after the payment or provision for the payment of all of the liabilities of this corporation, all of the assets of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the 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 the Circuit Court 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. In no

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event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, trustee, officer or other private person, other than as reasonable payment for services rendered by such person.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando Florida, this 28 day of November, 2015.

By: 

Sheri L. Loiacono

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 617.0503 of the Florida Statutes.

Windsor Realty Group Inc.

By: 

Its:

Date: 12/20/ 2015

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