

N 15000011932

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

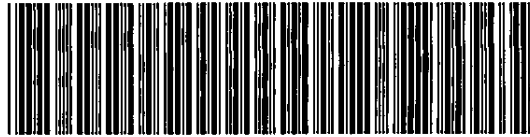
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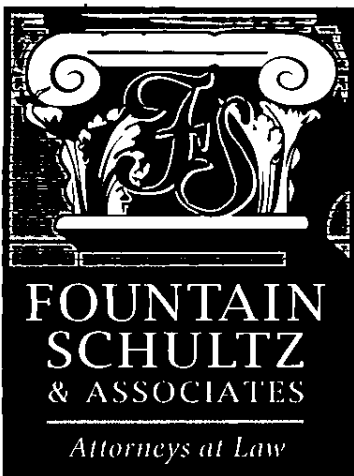


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15 DEC 10 PM 1:53  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

12/21/15



KENNETH R. FOUNTAIN  
KERRY ANNE SCHULTZ  
SCOTT C. BRIDGFORD

2045 FOUNTAIN PROFESSIONAL CT.  
SUITE A  
NAVARRE, FLORIDA 32566  
TEL: (850) 939-3535  
FAX: (850) 939-3539  
  
SANTA ROSA BEACH  
TEL: (850) 622-2700  
FAX: (850) 622-2722

December 8, 2015

**VIA REGULAR U.S. MAIL**

New Filing Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314


RE: Rotary Foundation of Navarre Florida Inc.

To whom it may concern:

Enclosed please find the Articles of Incorporation with the requested corrections per your letter dated November 30, 2015. A copy of your letter is attached. Additionally, our check for the \$70.00 filing fee was not returned with your letter. Please apply that check to this filing request. Let me know if you require anything further.

Thank you for your consideration.

Sincerely,  
**Fountain, Schultz & Associates, P.L.**



Scott C. Bridgford, Esq.

SCB/ek  
Enclosures as stated

RECEIVED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
DEC 10 2015

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

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15 DEC 10 PM 1:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

November 30, 2015

SCOTT C. BRIDGFORD, ESQUIRE  
2045 FOUNTAIN PROFESSIONAL CT.  
SUITE A  
NAVARRE, FL 32566

SUBJECT: ROTARY FOUNDATION OF NAVARRE FLORIDA INC.  
Ref. Number: W15000077189

We have received your document for ROTARY FOUNDATION OF NAVARRE FLORIDA INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

Please return the corrected original and one copy of 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) 245-6052.

Claretha Golden  
Regulatory Specialist II

Letter Number: 715A00024992

New Filing Section

**ARTICLES OF INCORPORATION OF**

**ROTARY FOUNDATION OF NAVARRE FLORIDA INC**

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15 DEC 10 PM 1:53

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Daniel Sulger acting as incorporator of a corporation under the Florida Statutes Chapter 617 adopts the following articles of incorporation:

**Article I: Name**

The name of the corporation is Rotary Foundation Of Navarre Florida Inc.

**Article II: Purpose**

This corporation is organized exclusively for advancing world understanding, goodwill, and peace through the improvement of health, the support of education, and the alleviation of poverty, and the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

Notwithstanding any of the statements of purposes and powers of this corporation contained herein, the corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the specific purposes of this corporation.

**Article III: Duration**

The corporation shall have perpetual duration.

**Article IV: Tax Exemption Requirements**

- (a) The corporation is organized and operated exclusively for the purposes set forth herein.
- (b) 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 section 501(c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.
- (c) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements on behalf of any candidate for public office).

**Article V: Restrictions on Private Foundations**

Notwithstanding any other provision in these Articles, if this corporation is deemed or determined to be a "private foundation" within the meaning of section 509 of the Internal Revenue Code, then this corporation shall be subject to the following limitations and restrictions:

- (a) The corporation shall distribute its income for each taxable 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 Internal Revenue Code, or the corresponding section of any future federal tax code.
- (b) The corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (c) The corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (d) The corporation shall not make any investment in such manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- (e) The corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### **Article VI: Members**

The membership shall consist of the membership of the Rotary Club Of Navarre Florida Inc.

#### **Article VII: Registered Office and Agent**

The street address of the initial registered office of the corporation is: 1981 Hwy 87, Suite 301, Navarre, Florida 32566. The name of the original registered agent at such address is Daniel Sulger.

#### **Article VIII: Board of Directors**

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted, by a Board of Directors. The number of directors of the corporation shall be five; provided, however, that the number of directors can be changed by a bylaw duly adopted pursuant to the bylaws of this corporation. The Board shall consist of the president, immediate past president, president-elect, secretary, and treasurer.

Directors elected at the first annual meeting and at all times thereafter shall serve for a term of one year.

Annual meetings shall be held each year at the principal office of the corporation or as such other places and times as the Board of Directors may designate from time to time by resolution approved by a majority.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all the members of the Board consent in writing to such action. Such action by written consent will have the same force and effect as if taken by

unanimous vote of the directors. Any certificate or other document filed under any provision of law relating to actions so taken must state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of the persons who are to serve as the initial directors/officers are:

<u><b>Name</b></u>	<u><b>Address</b></u>
Daniel Sulger, President	1981 FL-87, Suite 301 Navarre, FL 32566
Scott Bridgford, President-Elect	1981 FL-87, Suite 301 Navarre, FL 32566
Thom Guthrie, Treasurer	1981 FL-87, Suite 301 Navarre, FL 32566
Bryan Boney, Secretary	1981 FL-87, Suite 301 Navarre, FL 32566
Edward Carpenter, Past President	1981 FL-87, Suite 301 Navarre, FL 32566

#### **Article IX: Incorporator and Principle Address**

The name of the incorporator is Daniel Sulger, and the principle address of the corporation is:

##### **Principle Address**

1981 FL-87, Suite 301  
Navarre, FL 32566

#### **Article X: Bylaws**

Subject to the limitations contained in the bylaws and any limitations set forth in the Florida Statutes Chapter 617 concerning corporation action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted either by a resolution of the Board of Directors or by following the procedures set forth for such action in the bylaws.

#### **Article XI: Property and Profits**

The property of this corporation is irrevocably dedicated to the purposes set forth in Article III herein and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person, 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 purpose or purposes set forth in Article III herein.

#### **Article XII: Distribution Upon Dissolution**

Upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purpose(s) within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, 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 such court shall determine, that are organized and operated exclusively for such purposes.

#### **Article XIII: Amendments**

Amendments to these articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of two-thirds of a quorum of members of the corporation.

#### **Article XIV: Limited Liability of Directors and Officers**

The officers and directors shall not be individually liable for the corporation's debts or other liabilities, and the private property of such individuals shall be exempt from any corporate debts or liabilities. The power of indemnification under the laws of Florida shall not be denied or limited by the bylaws.

I, the undersigned, being the incorporator of this corporation for the purpose of forming this nonprofit charitable corporation under the laws of Florida have executed these articles of incorporation on November 13, 2015.

By: 

Daniel Sulger



**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

UNDER THE PROVISIONS OF F.S. 607.0501, THE CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: Rotary Foundation Of Navarre Florida Inc.
2. The name and address of the registered agent and office is:

Daniel Sulger  
1981 FL-87, Suite 301  
Navarre, Florida 32566

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Daniel Sulger

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15 DEC 10 PM 1:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA