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APR 20 2016

S. GILBERT

APR 15 2016  
16 APR 15 PM 3:27  
S. GILBERT

## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: The Rotary Club of Green Cove Springs, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Teresa Scott  
Name (Printed or typed)

3495 Hoffman Street  
Address

Penney Farms, FL 32079  
City, State & Zip

(904) 531-7022  
Daytime Telephone number

tscott@penneyretirementcommunity.org  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

ED  
16 APR 15 PM 3:21  
APR 15 2016  
16 APR 15 PM 3:21  
ARTICLES OF INCORPORATION  
OF THE  
ROTARY CLUB OF GREEN COVE SPRINGS, INC.

A CORPORATION NOT FOR PROFIT

We, the undersigned, for the purpose of forming a corporation not for profit under and pursuant to Florida Statutes, make, subscribe and acknowledge these as Articles of Incorporation, for filing with and approval by the Secretary of the State of Florida:

ARTICLE I – NAME AND OFFICE

The name of the corporation shall be “THE ROTARY CLUB OF GREEN COVE SPRINGS, INC.” The principal office and place of business of the corporation shall be located at 17 Palmetto Avenue, Green Cove Springs, Clay County, Florida 32043 until otherwise established by the Council, and business of the corporation may be carried on at such other places as may from time to time be authorized by the Council.

ARTICLE II – PURPOSE

The purposes for which the corporation is organized and shall be operated are: 1) to promote the aims, interests, ideals, and programs of the Rotary Club of Green Cove Springs (hereinafter referred to as the “Green Cove Springs Rotary Club”) in Green Cove Springs; 2) to serve as a medium of communication between the members of the Green Cove Springs Rotary Club and Rotary International; 3) to perform community service locally and internationally ; and 4) to engage in any lawful activity within the purposes for which a corporation may be organized under the Florida Not-For-Profit Corporation Law which will further the accomplishment of the foregoing purposes.

Notwithstanding the foregoing or any other provision of these Articles of Incorporation, the corporation shall not at any time engage in a regular business of a kind ordinarily carried on for profit, nor shall any part of its net earnings inure to the benefit of any member or individual, nor shall it perform particular services for any member or individual, nor shall it engage in any transaction which would cause it to be denied the

## ARTICLE VI – SUBSCRIBERS

The names and addresses of the subscribers hereto are:

John A. Miller  
President

411 St. John's Avenue  
Green Cove Springs, FL 32043

## ARTICLE VII – OFFICERS

The affairs of the corporation shall be managed by a President and Councilors, elected as provided in the By-Laws. The term of each officer shall commence upon the date these Articles of Incorporation become effective and shall expire when a successor is duly elected and qualified. All officers shall be elected at the annual meeting of the membership in the manner and at the time provided in the By-Laws and any vacancy in any office shall be filled in the manner prescribed by the By-Laws.

## ARTICLE VIII – NAMES OF OFFICERS

Until the first election under the By-Laws, the officers who named to serve are:

John A. Miller, President

Al Rizer, President Elect

Danielle Judd, Vice President

Debbie Goyette, Treasurer

Teresa Scott, Secretary

## ARTICLE IX – COUNCIL

The number of persons constituting the Council shall be not less than five, consisting of the President, additional elected Councilors as provided for in the By-Laws. The Council shall act as the Board of Directors of the corporation and shall have the powers, duties and functions as set forth in the By-Laws. The names and addresses of the persons who are to serve as the Council until the first election thereof are:

John A. Miller  
President

411 St. John's Avenue  
Green Cove Springs, FL 32043

status of any organization exempt from taxation under Section 501(c)4 of the Internal Revenue Code of the United States as amended from time to time.

In the event of the dissolution of the corporation, the Council shall, after paying or making provision for the payment of all the liabilities of the corporation, distribute all of the assets remaining to one or more organizations organized and operated for one or more or the purposes contained in these Articles or to such organizations as shall at the time qualify as exempt organization or organizations under Section 501(c)4 of the Internal Revenue Code of the United States, as amended from time to time. Provided, however, that neither the corporation, nor its officers, nor any of its members is authorized to represent or in any way bind the Rotary Club of Green Cove Springs.

### ARTICLE III – MEMBERSHIP

The members of this corporation shall be the subscribers to these Articles of Incorporation, the officers and members named herein as members of the Council, and all members of the Rotary Club of Green Cove Springs in Green Cove Springs now members of the voluntary association known as the Rotary Club of Green Cove Springs, who are members in good standing at the date these Articles of Incorporation are effective, and all members of the Rotary Club of Green Cove Springs residing in Green Cove Springs who shall in the future desire to be members of the corporation and who shall comply with its By-Laws. Classes of membership and privileges commensurate with these classes shall be granted as provided in the By-Laws.

### ARTICLE IV – TERM OF EXISTENCE

This corporation shall have perpetual existence.

### ARTICLE V – REGISTERED OFFICE AND REGISTERED AGENT

The registered office of this corporation shall be 17 Palmetto Avenue, Green Cove Springs, FL 32043 (mailing address P.O. Box 901, Green Cove Springs, FL 32043) and the name of the initial agent at this address is Teresa Scott.

Al Rizer  
President Elect

745 Blanding Blvd.  
Orange Park, FL 32065

Danielle Judd  
Vice President

321 Walnut Street  
Green Cove Springs, FL 32043

Debbie Goyette  
Treasurer

601 N. Orange Avenue  
Green Cove Springs, FL 3204

Teresa Scott  
Secretary

3495 Hoffman Street  
Penney Farms, FL 32079

Councilors shall be elected in a manner and for terms specified in the By-Laws of the Club. Any vacancy on the Council shall be filled in the manner prescribed in the By-Laws, and the number composing the Council may be changed in the manner provided in the By-Laws.

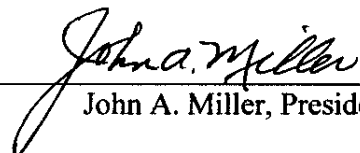
#### ARTICLE X – BY-LAWS

The first By-Laws shall be made and adopted by the Council and thereafter may be altered, amended, rescinded or added to by appropriate action of the members of the Chapter in accordance with the By-Laws.

#### ARTICLE XI – AMMENDMENT TO ARITCLES OF INCORPORATION

Amendments to the Articles of Incorporation may be proposed by any member and may be adopted by a two thirds vote of the membership at any annual meeting or any special meeting called for the purpose of considering such amendments.

IN WITNESS WHEREOF, the undersigned subscribers, natural person competent to contract, have hereunto set our hands and seals at Green Cove Springs, Florida, this 14<sup>th</sup> day of April 2016, a duplicate copy being subscribed and acknowledged.

  
John A. Miller, President