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FLORIDA PROFIT/NON PROFIT CORPORATION
The Rotary Club of Lake Buena Vista Foundation, Inc.

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**ARTICLES OF INCORPORATION
OF****THE ROTARY CLUB OF LAKE BUENA VISTA FOUNDATION, INC****ARTICLE 1 NAME AND STREET ADDRESS**

The name of the corporation is THE ROTARY CLUB OF LAKE BUENA VISTA FOUNDATION, INC. (the "Corporation"). The street address of its initial principal office is 8031 Old Town Drive, Orlando, FL 32819-3919 and the mailing address of its initial principal office is P. O. Box 22033, Lake Buena Vista, FL 32830.

ARTICLE 2 DURATION and MEMBERS

The period of its duration is perpetual. The corporation shall not have members.

ARTICLE 3 PURPOSES

The Corporation is organized and shall operate exclusively for educational, charitable, religious, scientific and/or literary 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law), which purposes may include, but shall not be limited to, to enable Rotarian's to promote peace and goodwill.

The corporation shall have all powers granted corporations not for profit under the laws of the State of Florida. However, notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in the subsection of Section 501(c)(3) of the Internal Revenue Code of 1986 under which the corporation chooses to qualify for exemption, as the same now exists, or as it may be amended from time to time.

ARTICLE 4 PROHIBITED ACTIVITY

Notwithstanding any of the provisions of these Articles, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code. No part of the net earnings of the Corporation shall inure to the benefit of any director, officer or private individual. No substantial part of the activities of the Corporation shall be devoted to the carrying on of propaganda, or otherwise attempting to influence legislation except as may be permitted to Section 501(c)(3) organizations by the Code, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not have or issue shares of stock, shall not make any disbursement of income to its directors or officers, provided, that the Corporation shall be

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authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth in Article 3.

ARTICLE 5 BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws of the Corporation.

ARTICLE 6 DISTRIBUTIONS UPON DISSOLUTION

No director, trustee or officer of the Corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation or the winding up of its affairs. Upon dissolution or winding up of the Corporation, after paying or making adequate provision for payment all of the liabilities, all remaining assets of the Corporation shall be distributed by the board of directors to a not for profit fund, foundation, or Corporation which is organized and duly operated exclusively for charitable, educational, religious and/or scientific purposes, and which at that time qualifies for tax-exempt status under Section 501(c)(3) of the Code. Any assets not so disposed of shall be disposed of by the Circuit Court of Orange County, Florida, for the purposes set forth in Article 3 of these Articles or to such organization or organizations as the Circuit Court of Orange County shall determine to be organized and operated for similar purposes.

ARTICLE 7 REGISTERED AGENT

The address of the initial registered office of the Corporation is 8031 Old Town Drive, Orlando, FL 32819-3919, and the name of its initial registered agent at such address is Jean Campana

ARTICLE 8 DIRECTORS

The directors of the Corporation shall have all the powers conferred by the Florida Not for profit Corporation Act, which powers are not inconsistent with the purposes of the Corporation. The initial board of directors shall consist of four (4) directors; however, the number of directors may be increased from time to time in accordance with the Bylaws but shall never be less than three (3). The method of appointing directors shall be as provided for in the Bylaws. The names and addresses of the persons who are to serve as the initial directors are:

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Jean Campana
8031 Old Town Drive
Orlando, FL 32819-3919

Harry Boardman
8986 Islesworth CT SW
Orlando, FL 32819-4819

Jeff Calvert
8049 Old Town Drive
Orlando, FL 32819-3919

Dale Shenk
147 Longview Ave.
Celebration, FL 34747

ARTICLE 9 LIMITATION OF DIRECTOR LIABILITY

Except to the extent otherwise required by applicable law (as it exists on the date of the adoption of this Article or may be amended from time to time), a director of the Corporation shall not be personally liable to the Corporation for monetary damages for conduct as a director, except for liability of the director (i) for acts or omissions which involve intentional misconduct by the director or a knowing violation of law by the director, or (ii) for any transaction from which the director personally receives a benefit in money, property or services to which the director is not legally entitled.

No amendment to or repeal of this Article shall adversely affect any right of protection of any director of the Corporation occurring after the date of the adoption of this Article and prior to such amendment or repeal.

ARTICLE 10 INDEMNIFICATION

The Corporation shall indemnify each of its Directors, Officers, and employees against all reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any litigation to which the individual may have been made a party because he or she is or was a Director, Officer or employee of the Corporation. The individual shall have no right to reimbursement, however, in relation to matters as to which he or she has been adjudged liable to the Corporation for negligence or misconduct in the performance of his or her duties, or was derelict in the performance of his or her duty as Director, Officer or employee. The right to be indemnified for expenses shall also apply to expenses of suits which are settled if the court having jurisdiction of the matter shall have approved the settlement.

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ARTICLE 11 GENERAL PROVISIONS

11.1 Amendment. The Corporation reserves the right to amend, alter, change or repeal any provision contained in its Articles in any manner now or hereafter prescribed by statute. All rights of the directors and officers of the Corporation are granted subject to this reservation.

11.2 Savings Clause; Governing Law. These Articles shall be governed by the laws of the State of Florida. Any provision prohibited by law or unenforceable shall not affect the remaining provisions of these Articles. However, in any conflict with Section 501(c) (3), 509(a) (1) or (2) of the Code and the Regulations thereunder, those Code Sections and Regulations shall govern.

ARTICLE 12 INCORPORATOR

The incorporator is Jean Campana whose address is 8031 Old Town Drive, Orlando, FL. 32819-3919

* * * *

IN WITNESS WHEREOF, I the undersigned subscribing incorporator have hereunto set my hand and seal, this 8th day of September, 2016, for the purposes of forming this not for profit Corporation under the laws of the State of Florida. I submit this document and affirm that the facts herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F. S.


JEAN CAMPANA, Incorporator

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

PURSUANT TO THE PROVISIONS OF SECTION 617.0202, FLORIDA STATUTES, THE UNDERSIGNED NOT FOR PROFIT CORPORATION SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the not for profit corporation is THE ROTARY CLUB OF LAKE BUENA VISTA FOUNDATION, INC
2. The name and the Florida street address of the registered agent are:

Jean Campana
8031 Old Town Drive
Orlando, FL 32819-3919

Having been named as registered agent and to accept service of process for the above stated not for profit corporation at the place designated in this certificate, I hereby 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.

By:


JEAN CAMPANA

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