

Apr. 3. 2017 11:50
Division of Corporations

Gray Robinson

No. 0897 P
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Florida Department of State
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Foundation of Kiwanis Club of Greater Orlando-Winter Park, INC.

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ARTICLES OF INCORPORATION

FOUNDATION OF KIWANIS CLUB OF GREATER ORLANDO-WINTER PARK, INC.

The undersigned hereby forms a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, does hereby adopt the following Articles of Incorporation:

FIRST: That the name of said corporation shall be **FOUNDATION OF KIWANIS CLUB OF GREATER ORLANDO-WINTER PARK, INC.**

SECOND: The principal office address of the corporation shall be 400 North New York Avenue, Suite 106, Winter Park, Florida and the mailing address of the corporation shall be P.O. Box 2337, Winter Park, Florida 32790.

THIRD: The corporation shall have perpetual existence.

FOURTH: (a) The purposes for which said corporation is formed are to assist needy persons, particularly young people; to assist worthy youth in attaining vocational excellence, and to aid handicapped persons in regaining happy, useful lives through the expending of funds directly for such purposes or by the furnishing of funds to other organizations organized for charitable, scientific research, or educational purposes, or the prevention of cruelty to children, all within the purview of Section 501 (c)(3) of the Internal Revenue Code and the Regulations there under.

(b) The specific purposes for which the corporation is formed includes, but is not limited to, to own, develop, operate and maintain the real property located at 1925 Killamey Drive, Winter Park, Florida for the use of the Boy Scouts of America and the Girl Scouts of America and their affiliated organizations.

(c) The purposes for which this corporation is organized shall be limited to those which are strictly charitable. In no event shall this corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (2) of a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

(d) The corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the corporation engage in subversive activities.

(e) The corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder. No compensation shall be

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paid to any officer, director, trustee, creator or organizer of the corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the corporation.

FIFTH: The corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the corporation is organized. Subject to any applicable limitations, the corporation shall have the power to receive, accept, use, hold, manage, and dispose of all types of real and personal property given, transferred, devised, or bequeathed to it, in trust or otherwise, for the purposes described above and for any purposes incidental thereto. In no event, however, shall the corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder, nor shall the corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of any private individual.

SIXTH: The Board of Directors of the corporation shall consist of not less than five (5) persons. The number of directors and the manner of their election shall be set forth in the Bylaws of the corporation.

The officers of the corporation shall consist of a President, Secretary, Treasurer and such other officers as provided in the Bylaws. Each officer shall serve for a term of one (1) year, beginning the 1st day of the month immediately following his election by a majority of the Board of Directors at the annual meeting of the Board of Directors. Officers may be re-elected to serve subsequent terms. In the event of a vacancy on the Board of Directors or in any office for any reason, the Board of Directors shall fill such vacancy for the unexpired term.

SEVENTH: The names and addresses of those chosen to serve as directors until the election and qualification of their successors are:

<u>Name</u>	<u>Address</u>
Shawn Casey	400 N. New York Ave, Suite 106, Winter Park, FL 32789
John Casebier	400 N. New York Ave, Suite 106, Winter Park, FL 32789
Cathy Marino	400 N. New York Ave, Suite 106, Winter Park, FL 32789
Todd Smith	400 N. New York Ave, Suite 106, Winter Park, FL 32789
Steve MacGeorge	400 N. New York Ave, Suite 106, Winter Park, FL 32789
Shawn Shaffer	400 N. New York Ave, Suite 106, Winter Park, FL 32789
John Lumbr	400 N. New York Ave, Suite 106, Winter Park, FL 32789
Samantha Sanders	400 N. New York Ave, Suite 106, Winter Park, FL 32789

EIGHTH: The authorized number and qualifications of members of the corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability to dues or assessments and the method of collection thereof, shall be set forth in the bylaws.

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NINTH: This corporation does not contemplate the distribution of gains, profits or dividends to the members thereof, and is organized for non-profit purposes; no part of any net earnings or assets thereof shall inure to the benefit of any members or any other individual.

TENTH: In the event of the dissolution of this corporation, after paying or adequately providing for the debts or obligations of this corporation, the directors, or persons in charge of liquidation, shall grant, convey, assign and transfer the remaining assets of this corporation unto:

- (1) A state, a territory, a possession of the United States, or any political subdivision of any of the foregoing; or to the United States or the District of Columbia, to be used exclusively for public purposes.
- (2) A corporation, trust, or community chest fund of the foundation:
 - (a) Created or organized in the United States or in any possession thereof, or under the law of the United States, any state or territory, the District of Columbia, or any possession of the United States;
 - (b) Organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals;
 - (c) No part of the net earnings of which inures to the benefit of any private shareholder or individual; and
 - (d) No substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

The assets transferred to any organization listed above shall be used within the United States, or any of its possessions, exclusively for the purposes specified in subparagraph (b).

No such organization listed above shall qualify for distribution unless such organization shall be an organization, association, fund or foundation organized and operated exclusively for charitable, religious, scientific or educational purposes which is a tax-exempt, non-profit corporation under the United States Internal Revenue Code, and which is recognized as such by the United States Bureau of Internal Revenue.

If the corporation holds any assets in trust at the time of dissolution thereof, such assets shall be disposed of in such manner as may be directed by decree of the Circuit Court in the county in which the dissolved corporation had its principal office, upon petition therefore by the Attorney General, or any person concerned in the liquidation.

No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of a private individual.

ELEVENTH: (a) the corporation and its members will at all times abide and be governed and controlled by the Bylaws and Policies of Kiwanis International now in force or hereafter from time to time adopted, insofar as any provision of such Bylaws may be applicable; (b) the corporation will comply with all such conditions and requirements as Kiwanis International may prescribe; (c) whenever requested by the Board of Trustees of Kiwanis International, the corporation shall dissolve or change its form of organization, as may from time to time be requested by said Board;

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and (d) no amendments to the Articles of Incorporation or corporate bylaws or change in the purpose of the corporation shall be made without the consent of Kiwanis International.

TWELFTH: The street address of the initial registered office of the Corporation is 301 Pine Street, Suite 1400, Orlando, Florida 32801 and the name of the initial registered agent of the Corporation at that address is GARY M. BERKSON

IN WITNESS WHEREOF the persons who are to act in the capacity of first directors of this corporation have hereunto set their hands this 21st day of February, 2017.

Shawn Casey

John Casebier

Cathy Marino

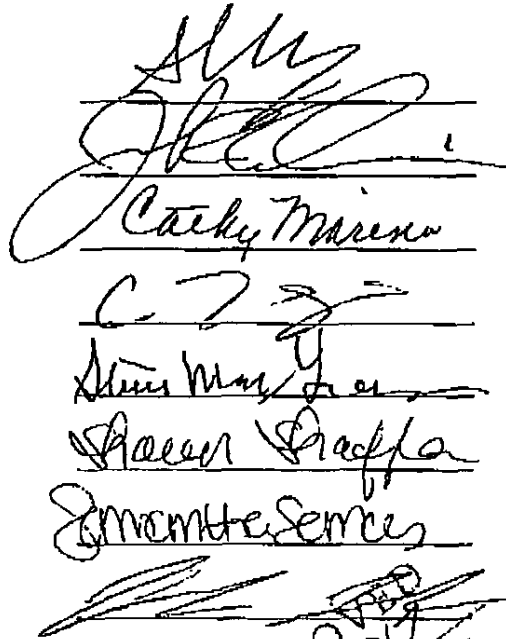
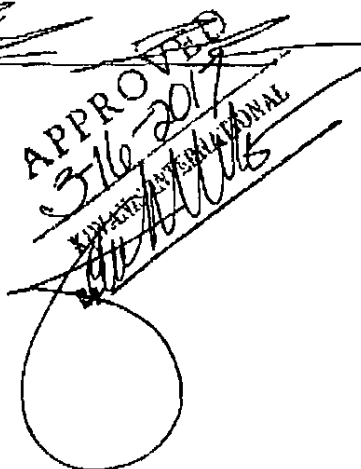
Todd Smith

Steve MacGeorge

Shawn Schaffer

Samantha Sanders

John Lumbra

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**CERTIFICATE DESIGNATING
REGISTERED OFFICE AND REGISTERED AGENT**

Pursuant to Chapter 617, Florida Statutes, the following is submitted, in compliance with said Act:

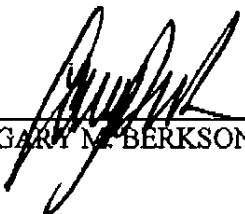
1. The name of the Corporation is FOUNDATION OF KIWANIS CLUB OF GREATER ORLANDO-WINTER PARK, INC.
2. As designated in the Articles of Incorporation filed with this certificate, the name and the Florida street address of the registered agent is:

GARY M. BERKSON
301 East Pine Street, Suite 1400
Orlando, Florida 32801

3. The street address of the registered office and the street address of the business office of the registered agent are identical.

ACKNOWLEDGMENT:

Having been designated as the Registered Agent and to accept service of process for FOUNDATION OF KIWANIS CLUB OF GREATER ORLANDO-WINTER PARK, INC., I hereby accept the designation and agree to act as the Registered Agent of said Corporation. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of such duties as Registered Agent, and I am familiar with and accept the obligations of such position.



GARY M. BERKSON

Dated: March 22, 2017.

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