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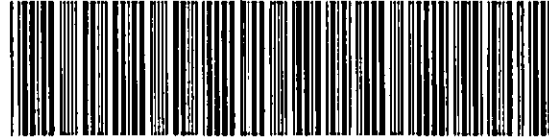
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18 JAN -8 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

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

SUBJECT: ROTARY CLUB OF METROPOLITAN OCALA, 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: R WILLIAM FUTCH

Name (Printed or typed)

2201 SE 30TH AVE, SUITE 202

Address

OCALA FL 34471

City, State & Zip

(352) 732-8080

Daytime Telephone number

BILL@FUTCHLAW.NET

E-mail address: (to be used for future annual report notification)

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

**ARTICLES OF INCORPORATION OF
ROTARY CLUB OF METROPOLITAN OCALA, INC.,
A Florida not for profit corporation**

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, acting as Incorporators of this corporation, hereby form a corporation not for pecuniary profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

ARTICLE ONE-NAME

The name of the Corporation is **ROTARY CLUB OF METROPOLITAN OCALA, INC.**

("Corporation").

ARTICLE TWO-DURATION

The Corporation shall have perpetual duration.

ARTICLE THREE-PURPOSES AND POWERS

The purposes for which the Corporation is formed are:

1. To provide an entity to support charitable and education purposes so as to improve our community, the state, nation and the world, all in accordance with the precepts of Rotary International.
2. To operate in such a manner as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent Federal tax laws, covering the distribution to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.
3. To operate as a corporation not for profit under Chapter 617, Florida Statutes, as amended from time to time. Accordingly, no part of the income of the Corporation shall be distributed to the Corporation's members, director, or officers except as provided in Chapter 617, Florida Statutes.

In furtherance of its purposes, the Corporation shall have the following powers, which, unless indicated otherwise by these Articles of Incorporation or By-Laws, may be exercised by the Board of Directors:

- A. Each of the powers conferred upon corporations not for profit by common law and the statutes of the State of Florida in effect from time to time;

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TALLAHASSEE, FLORIDA

B. Each of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the By-Laws, including without limitation, the power:

(1) To manage, control, operate, maintain, repair and improve property acquired by the Corporation, or any property owned by another, for which the Corporation by rule, regulation, declaration or contract has a right or duty to provide such services;

(2) To engage in activities which will actively foster, promote charitable and education purposes;

(3) To buy or otherwise acquire, sell or otherwise dispose of, mortgage or otherwise encumber, exchange, lease, hold, use, operate and otherwise deal in and with real, personal and mixed property of all kinds and any right or interest therein for any purposes of the Corporation;

(4) To borrow money for any purposes, subject to limitations contained in the By-Laws;

(5) To enter into, make, perform or enforce contracts of every kind and description; and to do all other acts necessary, appropriate or advisable in carrying out any purpose of the Corporation with or in association with any corporation or other entity or agency, public or private;

(6) To act as agent, trustee or other representative of other corporations, firms or individuals; and as such to advance the business or ownership interests of such corporation, firm or individuals;

(7) To adopt, alter and amend, or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Corporation; provided, however, that such By-Laws may not be inconsistent with or contrary to any provision of these Articles of Incorporation; and.

The foregoing enumeration of purposes and powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the sub-paragraphs of this ARTICLE THREE are independent powers, not to be restricted by reference to or inference from the terms of any other sub-paragraph or provision of this ARTICLE THREE.

ARTICLE FOUR-MEMBERSHIP

The Corporation shall be a Membership Corporation without certificates or shares of stock.

ARTICLE FIVE-BOARD OF DIRECTORS

1. The business and affairs of the Corporation shall be conducted, managed and controlled by a Board of Directors. The Board shall consist of no less than three (3), nor more than ten (10), members. The Board of Directors shall set a specific number from time to time as provided in the By-Laws. The method of election of the Directors is stated in the By-Laws.

2. The current Board of Directors, who shall serve until the first appointment or election of Directors, are as follows:

MICHAEL CAREY

MARIAH PARKER

RUSTY BRANSON

ARTICLE SIX-INDEMNIFICATION AND RELATED MATTERS

1. Power to Indemnify -- Third party Actions. The Corporation shall have power to indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in good faith and in a manner he reasonably believed to be in the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceedings by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in the best interests of the Corporation, and, with respect to any criminal action or proceedings, had reasonable cause to believe that his conduct was unlawful.

2. Power of Indemnity --Action Brought in the Right of the Corporation. The Corporation shall have power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement or such action or suit if he acted in good faith and in a manner he reasonably believed to be in the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the Court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

3. Right to Indemnification. To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraphs 1 and 2 of this ARTICLE, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

4. Determination of Entitlement to Indemnification. Any indemnification under Paragraphs 1 and 2 of this ARTICLE, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Paragraphs 1 and 2 of this ARTICLE. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested Directors so direct by independent legal counsel in a written opinion, or, (3) by the members of the Corporation.

5. Advancement of Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of

such action, suit or proceeding as authorized in the manner provided in Paragraph 4 of this ARTICLE upon receipt of any undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this ARTICLE.

6. Savings Clause. The indemnification provided by this ARTICLE shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaws, agreement, vote of the members of the Corporation or disinterested Directors or otherwise, both as to the action in his official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall incur to the benefit of the heirs, executors and administrators of such a person.

7. Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this ARTICLE.

ARTICLE SEVEN-DISSOLUTION

The Corporation may be dissolved only as provided in the Declaration, By-Laws and by the Laws of the State of Florida.

ARTICLE EIGHT-AMENDMENTS

1. These ARTICLES may be amended as provided by Section 617.017, Florida Statutes, provided no amendment shall be in conflict with the Declaration and provided further no amendment shall be effective to impair or dilute any rights of members that are governed by such Declaration.

2. The By-Laws of the Corporation may be made, altered or rescinded by the members of the Corporation at any regular or special meeting duly called for the purpose, by the affirmative vote of a majority vote of all members of the association in attendance, in person or by proxy, entitled to vote. Notwithstanding the foregoing, those provisions of these By-Laws

which are governed by the Internal Revenue Code of 1986, as amended from time to time, or Florida Law may not be amended, repealed or altered except as provided by the code or applicable law.

ARTICLE NINE-REGISTERED AGENT AND OFFICE

The registered office of the Corporation shall be 1632 E. Silver Springs Boulevard, Ocala, Florida 34470; and the Registered Agent is R. William Futch, P.A., 2201 S.E. 30TH AVENUE, SUITE 202, Ocala, Florida 34471.

ARTICLE TEN-PRINCIPAL OFFICE

The Corporation's principal office is located at 1632 E. Silver Springs Boulevard, Ocala, Florida 34470; and the Corporations's mailing address is 1632 E. Silver Springs Boulevard, Ocala, Florida 34470.

IN WITNESS WHEREOF, the Incorporators of the ROTARY CLUB OF METROPOLITAN OCALA, INC., have set their hands and seals this 3 day of January, 2018.

ROTARY CLUB OF METROPOLITAN
OCALA, INC., a Florida Not for Profit
Corporation


BY


MICHAEL CAREY as
President and Board Member

BY


MARIAH PARKER as Secretary
and Board Member

BY


RUSTY BRANSON, as
Treasurer and Board Member

18 JAN - 8 PM 3:00
FILED
CLERK OF COUNTY OF SOUTHERN
FLORIDA
TALLAHASSEE, FLORIDA

FILED

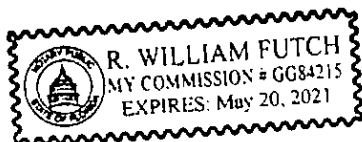
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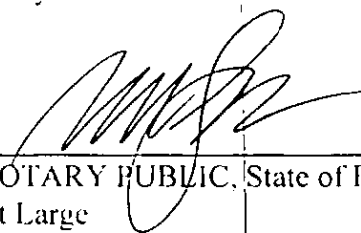
STATE OF FLORIDA
COUNTY OF MARION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared MICHAEL CAREY, as President and Board Member and MARIAH PARKER as Secretary and Board Member of the ROTARY CLUB OF METROPOLITAN OCALA, INC., a Florida Not for Profit Corporation, who are personally known to me (Yes ☒ No ☐) to be the persons described in and who executed the foregoing instrument, OR who have produced _____ as identification and acknowledged before me that they executed the same for the purposes expressed herein.

WITNESS my hand and official seal in the County and State last aforesaid this 3 day of January, 2018.

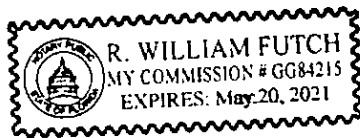


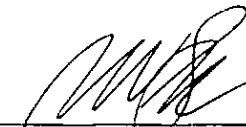

NOTARY PUBLIC, State of Florida
At Large
My Commission Expires:

STATE OF FLORIDA
COUNTY OF MARION

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared RUSTY BRANSON, as Treasurer and Board Member of the ROTARY CLUB OF METROPOLITAN OCALA, INC., a Florida Not for Profit Corporation, who are personally known to me (Yes ☒ No ☐) to be the persons described in and who executed the foregoing instrument, OR who have produced _____ as identification and acknowledged before me that they executed the same for the purposes expressed herein.

WITNESS my hand and official seal in the County and State last aforesaid this 3 day of January, 2018.




NOTARY PUBLIC, State of Florida
At Large
My Commission Expires:

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in the Articles of Incorporation, I accept such appointment and am familiar with and accept the obligations provided for in §617.0503, Fla. Stat.

DATED this 3 day of January, 2018.

R. WILLIAM FUTCH, P.A.

BY 

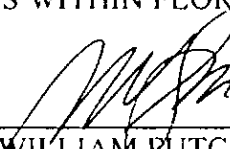
R. WILLIAM FUTCH, as President
Registered Agent

FILED
18 JAN -8 PM 3:00
CLERK OF COURT
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**


IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,

FIRST -- THAT, **ROTARY CLUB OF METROPOLITAN OCALA, INC.**,
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 1632 E. SILVER SPRINGS
BOULEVARD, OCALA, FLORIDA, 34470, HAS NAMED R. WILLIAM FUTCH, P.A.,
LOCATED AT 2201 S.E. 30TH AVENUE, SUITE 202, OCALA, STATE OF FLORIDA, 34471
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



R. WILLIAM FUTCH, P.A.
TITLE: REGISTERED AGENT
DATED: 1/3/2018

HAVING BEEN NAMED AS REGISTERED AGENT FOR THE ABOVE-STATED
CORPORATION, I HEREBY CERTIFY THAT I AM FAMILIAR WITH THE DUTIES AND
RESPONSIBILITIES OF THE REGISTERED AGENT; AND I HEREBY AGREE TO ACT IN
THIS CAPACITY AND TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



R. WILLIAM FUTCH, P.A.
DATE: 1/3/2018