

7/24/2018

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
ROTARY OF OAKLAND PARK & WILTON MANORS FOUNDATION, INC.

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July 25, 2018

FLORIDA DEPARTMENT OF STATE
Division of Corporations

LEGAL INC

SUBJECT: ROTARY OF OAKLAND PARK & WILTON MANORS FOUNDATION, INC.
REF: W18000067617

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TALLAHASSEE, FLORIDA
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**ARTICLES OF INCORPORATION
OF
ROTARY OF OAKLAND PARK & WILTON MANORS FOUNDATION,
INC.**

I, the undersigned Incorporator to these Articles of Incorporation, a natural person competent to contract, do hereby execute these Articles of Incorporation for the purpose of forming a corporation not-for-profit under Chapter 617 of the Florida Statutes.

ARTICLE I.

Name

The name of the Corporation is **ROTARY OF OAKLAND PARK & WILTON MANORS FOUNDATION, INC.**, (hereinafter "Corporation").

ARTICLE II.

Purposes

The Corporation is organized exclusively for charitable, religious, educational, and scientific 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, or corresponding section of any future federal tax code.

ARTICLE III.

Prohibitions

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, 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 purposes set forth in Article Second hereof. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future deferral tax code.

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ARTICLE IV.
Directors

The Directors shall be elected by a majority vote of the Members of the Corporation. The Directors of the Corporation shall be:

Heather M. Wolfe
Hebertny Perez
Jamie J. Burba

ARTICLE V.
Officers

The officers of the Corporation shall be:

President: Heather M. Wolfe
Secretary: Hebertny Perez
Treasurer: Jamie J. Burba

ARTICLE VI.
Principal Office

The principal office and mailing address of this corporation is:
516 NE. 15th Street
Unit 1
Fort Lauderdale, Fl. 33304

ARTICLE VII.
Incorporator

The name and street address of the incorporator of this Corporation is:

Krause, Goldberg, Revis & Hervis P.A.,
1792 Bell Tower Lane, Weston, Florida 33326-3682.

ARTICLE VIII.
Term of Existence

The Corporation shall have perpetual existence.

ARTICLE IX.
Capital Stock

The Corporation is not organized for a pecuniary profit. It shall have no capital stock and shall be composed of members rather than shareholders.

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ARTICLE X.
Qualifications of Membership

The categories of membership, qualifications for membership and the manner of admission shall be set forth in and regulated by the ByLaws of the Corporation.

ARTICLE XI.
Voting Rights

Members of the Corporation will have such voting rights as are provided in the ByLaws of the Corporation.

ARTICLE XII.
Liabilities for Debts

Neither the members nor the members of the Board of Directors, nor the Officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE XIII.
Registered Office and Registered Agent

The initial address of the Registered Office of the Corporation is Krause, Goldberg, Revis & Hervis P.A., located at 1792 Bell Tower Lane, Weston, Florida 33326-3682. The name and address of the registered agent of the corporations is Adam Goldberg, Esq., LLM, who is also located at 1792 Bell Tower Lane, Weston, Florida 33326-3682.

ARTICLE XIV.
Effective Date

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE XV.
Bylaws

Section 1: The initial Bylaws of the Corporation shall be adopted by a majority vote of the Board of Directors.

Section 2: The Bylaws may be made, amended, or rescinded by a majority vote of the Board of Directors.

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ARTICLE XVI.
Amendment

These Articles of Incorporation may be amended in the manner provided bylaws. Every amendment shall be approved by a majority vote of the Board of Directors.

ARTICLE XVII.
Dissolution

Upon dissolution of the Corporation in accordance with Florida law, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of the remaining assets of the Corporation exclusively for the purposes of the Corporation and in accordance with the requirements for exemption under Section 501(c)(3) of the Internal Revenue Code. The assets may be distributed by the Board of Directors to any organization or organizations which qualify for exemption under 501(c)(3) of the Internal Revenue Code, or the corresponding provision of the future United States Internal Revenue Law. Any assets not disposed of as provided above shall be disposed of by the Circuit Court of Broward County, Florida or any other court having jurisdiction over the Corporation in regard to its dissolution exclusively for the purposes of the Corporation.

ARTICLE XVIII.
Federal Income Tax

The Corporation shall, in order to satisfy the requirements of Section 501(c)(3) of the Internal Revenue Code, comply with all of the following:


- a) The Corporation shall distribute its income for each tax 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 corresponding provisions of any later federal tax laws.
- b) The Corporation shall not engage in any act of the self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.
- c) The Corporation shall not retain any excess business holding as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.
- d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

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- e) The Corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.
- f) The Corporation will admit students of any race, color, national and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the school. It will not discriminate in any method on the basis of race, color, national and ethnic origin in administration of its educational policies, admissions policies, scholarship and loan programs, and athletic and other school-administered programs.
- g) Acquire, either by gift, grant, purchase, devise or bequest, and to hold, own, manage, sell, grant, convey, mortgage, pledge, or otherwise encumber, lease, improve and dispose of real, personal or mixed property, wheresoever situated, to operate said properties, or any part thereof, or any business it may acquire in any location, in the name of the corporation or in any other manner, and for its benefit and in its behalf., through such persons or agent as it may determine or select from time to time by majority action of the Trustees; to receive donations, gifts, and endowments, and to administer the same; all such real, personal and mixed property so acquired or received by gift, grant, devise, bequest or donation shall be used and employed however, for religious, educational, literary and charitable purposes and not for pecuniary profit of the directors.
- h) Notwithstanding anything contained herein to the contrary, the powers of this corporation are expressly limited to those of any organization described in Section 501 (c) (3) of the Internal Revenue Code.
- i) And in general, to possess and exercise all rights, privileges, immunities and prerequisites now or hereafter authorized by or under the provisions of the laws of the State of Florida.

The undersigned Incorporator has executed these Articles of Incorporation this 7th day of August 2018.


ADAM SCOTT GOLDBERG for
Krause, Goldberg, Revis & Hervis PA

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

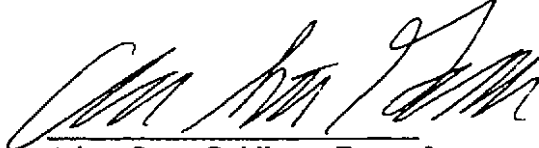
Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submit the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is the **ROTARY OF OAKLAND PARK & WILTON MANORS FOUNDATION, INC.,**
2. The name and address of the registered agent and office is.

Krause, Goldberg, Revis & Hervis P.A.,
c/o Adam Goldberg, Esq.
1792 Bell Tower Lane
Weston, Florida 33326-3682

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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.

Date: 8. 7. 18


Adam Scott Goldberg, Esq., for
Krause, Goldberg, Revis & Hervis P.A.

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