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Articles of Incorporation of  
Kiwanis Club of Central Pensacola Foundation Inc.

FILED  
2018 OCT -2 PM 4:27  
CLERK OF DISTRICT COURT  
PENSACOLA, FLORIDA

**FIRST: NAME**

That the Name of the said corporation shall be Kiwanis Club of Central Pensacola Foundation, Inc.

**SECOND: LOCATION**

The principal office of the corporation for the transaction of business is within Escambia County Florida, and the mailing address is P.O. Box 3401, Pensacola, Florida 32506-3401.

**THIRD: OFFICE**

The corporation designates 4587 Baywoods Drive, Pensacola, FL 32504 (P.O. Box 3401, Pensacola, Florida 32506-3401) as its registered office and Steven Kelly whose address is 4587 Baywoods Drive, Pensacola, FL 32504 as its registered agent, pursuant to Florida statutes 607.034.

**FOURTH: LENGTH**

The corporation shall have perpetual existence.

**FIFTH: PURPOSE**

(a) This corporation is formed for the purpose of facilitating fund raising and management of programs of groups, particularly those of Kiwanis club of Central Pensacola, organized for charitable, scientific research, educational, religious or community service, with emphasis on programs directed toward youth, all within the purview of section 501 (c) (3) of the Internal Revenue Code and Regulations thereunder.

(b) The corporation primarily will support, through grants and expenditures of funds, local activities, involving worthy charitable and community service endeavors, including but not limited to, programs in schools to promote scholarship and citizenship.

**SIXTH: FLORIDA**

This corporation is organized pursuant to the Florida Statutes Chapter 617.

**SEVENTH: DIRECTORS**

The minimum number of directors of this corporation shall be three (3) and the method of election is as stated in the bylaws.

**EIGHTH: ADDRESS OF FIRST DIRECTORS**

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

Katie Kingsman	Ann <sup>AMS</sup> Marie Stopper	Steve Kelly
4035 Teal Way	1206 Soundview Trl	4587 Baywoods Drive
Pensacola FL 32507-8618	Gulf Breeze, FL 32561-4714	Pensacola, FL 32504-6846

#### **NINTH: MEMBERS**

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 and assessments and the method of collection thereof, shall be set forth in the bylaws.

#### **TENTH: NON-PROFIT**

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

#### **ELEVENTH: DISSOLUTION**

In event of dissolution of this corporation after paying or adequately providing for the debts of the corporation, and making asset transfers to Kiwanis Club of Central Pensacola or Kiwanis International, the directors, or persons in charge of the 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 District of Columbia, to be used exclusively for public purposes.

(2) a corporation, trust, community chest, fund or 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 possessions of the United States; or

(b) Organized and operated exclusively for religious, charitable, scientific, literary or educational purpose.

(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 on any of its possessions, exclusively for the purpose specified in subparagraph (b).

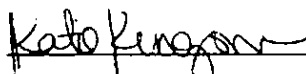
No such organization listed above shall qualify for distribution unless such organization shall be an organization, association, or foundation organized and operated exclusively for charitable, religious, scientific or educational purposes which is tax-exempt, non-profit corporation under the United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

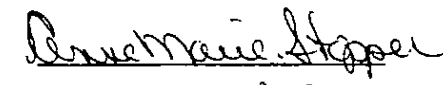
If the corporation holds any assets in trust at the time of dissolution thereof, such assets shall; be disposed of in such a manner as may be directed by decree of the Superior Court in the county in which the dissolved corporation has its principal office, upon petition thereof by the Attorney General,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

**TWELFTH: KIWANIS INTERNATIONAL**

- (a) The corporation and its members will at all times abide by and be governed and controlled by the Constitution, Bylaws and Policies of Kiwanis International now in force or hereafter from time to time adopted, insofar as any provision of such Constitution and Bylaws may be applicable.
- (b) The corporation will comply with all 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; and
- (d) no amendments to the Articles of Incorporation or corporate bylaws or change in purpose of the corporation shall be made without consent of Kiwanis International.

IN WITNESS WHERE OF the persons who are to act in the capacity of the first directors of this corporation have set their hands this 27 day of SEPTEMBER 2018.

  
Katie Kingsman

  
Anne Marie Stopper AMS

  
Steve Kelly

I HEREBY CERTIFY that on this day, before me, a Notary Public, authorized by the State of Florida and County named above to take acknowledgments, personally appeared Steve Kelly, Katie Kingsman and Joe Sonderman, to me personally known to be the persons described as the Subscribers in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal this the 27 day of SEPTEMBER, 2018.



NOTARY PUBLIC



CERTIFICATE DESIGNATING RESIDENT AGENT


In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance of said act:

FIRST: That the KIWANIS CLUB OF CENTRAL PENSACOLA FOUNDATION, INC.,

desiring to organize under the laws of the State of Florida and its principal office as indicated in the Articles of incorporation at City of Pensacola, County Escambia, State of Florida, has named Steve Kelly, as its resident Agent.

**ACKNOWLEDGEMENT**

Having been named as resident agent for the above corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of the said relative to keeping open said office.

  
Steve Kelly