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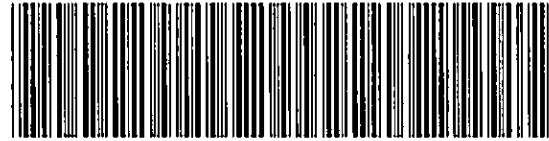
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2018 OCT 17 AM 11:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## COVER LETTER

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

**SUBJECT:** The Rotary Club of St. Augustine Sunrise, 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:** John R Ginn, Esq.

\_\_\_\_\_  
Name (Printed or typed)

770 A1A Beach Blvd, Ste D

\_\_\_\_\_  
Address

St. Augustine, FL 32080

\_\_\_\_\_  
City, State & Zip

904-461-3000

\_\_\_\_\_  
Daytime Telephone number

drakebatchelder@icloud.com

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  
THE ROTARY CLUB OF  
ST. AUGUSTINE SUNRISE, INC.**

2019 OCT 17 AM 11: 23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

The undersigned, for the purpose of forming a not-for-profit corporation under Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

**Article I  
Name and Principal Office**

**Section 1.1 Name.** The name of the corporation is THE ROTARY CLUB OF ST. AUGUSTINE SUNRISE, INC.

**Section 1.2 Principal Office.** The street address of the principal office of the corporation is 728 Old Loggers Way, St. Augustine, FL 32082, and its mailing address is P.O. Box 505, St. Augustine, FL 32084.

**Article II  
Duration**

**Section 2.1 Duration.** The corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida. Corporate existence shall commence on the date these Articles of Incorporation are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five business days after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**Article III  
Purposes**

**Section 3.1 Purposes.** The general purpose of the business or businesses to be transaction by this corporation, together with and in addition to the authority and powers conferred by the laws of the State of Florida, is to participate as a member club in the programs of Rotary International to encourage and foster the ideal of service as a basis of worthy enterprises and, in particular, to encourage and foster:

- (1) The development of acquaintance as an opportunity for service.
- (2) High ethical standards in business and professions; the recognition of the worthiness of all useful occupations; the dignifying by each Rotarian of his or her occupation as an opportunity to serve society.
- (3) The application of the ideal of service by each Rotarian to his or her personal, business and community life.

(4) The advancement of international understanding, goodwill and peace through a world fellowship of business and professional men and women united in the ideal of service.

#### **Article IV** **Membership**

**Section 4.1 Qualifications.** The membership of this corporation shall constitute all persons hereinafter named as officers and directors and such other persons as from time to time may become members with the following qualifications:

Adult persons of good character and good business and professional reputation who are actively engaged in or have retired from any worthy and recognized business or profession and have their place of business or residence located within the geographical area recognized for members of the club by Rotary International.

**Section 4.2 Selection.** Members shall be proposed by members of the club and approved by the Board of Directors.

#### **Article V** **Initial Registered Office and Resident Agent**

**Section 5.1 Office Address.** The street address of the initial registered office of this corporation is 770 A1A Beach Blvd., Suite D, St. Augustine, FL 32080 and its mailing address is 770 A1A Beach Blvd., Suite D, St. Augustine, FL 32080.

**Section 5.2 Resident Agent.** The name of the initial resident agent of this corporation at the address set forth in Section 5.1 is Ginn & Patrou, P.A..

#### **Article VI** **Board of Directors**

**Section 6.1. Number.** The Board of Directors of the corporation shall consist of such number of persons as shall be provided in the Bylaws of the corporation; however, in no event shall the Board of Directors consist of less than three (3) persons.

**Section 6.2 Selection.** The members of the Board of Directors shall be elected annually by the members of the club as provided in the Bylaws of the corporation.

**Section 6.3 Names and Addresses of Initial Members of the Board of Directors.** The names and mailing addresses of the members of the initial Board of Directors of the corporation upon the filing of these articles is:

Drake Batchelder - P.O. Box 505, St. Augustine, FL 32084

Jake Parham - P.O. Box 505, St. Augustine, FL 32084

Rusty Hall - P.O. Box 505, St. Augustine, FL 32084

Francine Quesada - P.O. Box 505, St. Augustine, FL 32084

Stephanie Helburn - P.O. Box 505, St. Augustine, FL 32084

Brynda Cummings - P.O. Box 505, St. Augustine, FL 32084

Jeff Schnittker - P.O. Box 505, St. Augustine, FL 32084

Brian Miller - P.O. Box 505, St. Augustine, FL 32084

Dan Bagan - P.O. Box 505, St. Augustine, FL 32084

Gary Fowdy - P.O. Box 505, St. Augustine, FL 32084

Dawn Bell - P.O. Box 505, St. Augustine, FL 32084

**Section 6.4 Executive Committee.** The Board of Directors may, pursuant to a resolution adopted by a majority of all of the members of the Board, designate three (3) or more of its members to constitute an executive committee, which, to the extent provided in such resolution, may exercise the powers of the Board of Directors.

## **Article VII**

### **Officers**

**Section 7.1 Officers.** The officers of the corporation shall be President, Secretary, Treasurer and such other officers as may be provided in the Bylaws.

**Section 7.2 Intitial Officers.** The names and mailing addresses of the person who are to serve as officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Drake M. Batchelder – President - P.O. Box 505, St. Augustine, FL 32084

Stephanie Helburn – Secretary - P.O. Box 505, St. Augustine, FL 32084

Brynda Cummings – Treasurer - P.O. Box 505, St. Augustine, FL 32084

Francine Quesada – Vice President - P.O. Box 505, St. Augustine, FL 32084

Jeff Schnitker – Sergeant-At-Arms - P.O. Box 505, St. Augustine, FL 32084

Jake Parham – President Elect - P.O. Box 505, St. Augustine, FL 32084

Rusty Hall – Past President - P.O. Box 505, St. Augustine, FL 32084

## **Article VIII**

### **Governing Documents**

**Section 8.1 In General.** The conduct of the business and affairs of this corporation shall be governed by these Articles, and to the extent not inconsistent with these Articles, by the Bylaws.

**Section 8.2 Constitution.** The Constitution of this corporation shall be the Standard Rotary Club Constitution, as amended from time to time by the Council of Legislation of Rotary International, with such modifications as from time to time shall be adopted by the Board of Directors of this corporation in accordance with the Bylaws of Rotary International.

**Section 8.3 Bylaws.** The Bylaws of this corporation shall be such Bylaws as the Board of Directors of this corporation shall adopt from time to time, which Bylaws shall not be inconsistent with the Constitution and Bylaws of Rotary International, or the Standard Rotary Club Constitution as adopted by the Board of Directors of this corporation.

**Article IX**  
**Name and Address of Incorporator**

**Section 9.1 Name.** The name of the incorporator of the corporation is Drake M. Batchelder.

**Section 9.2 Address.** The address of the incorporator of the corporation is P.O. Box 505, St. Augustine, FL 32084.

**Article X**  
**Stock and Dividends Prohibited; Members' Liability**

**Section 10.1 Stock and Dividends.** The corporation shall have no capital stock and shall pay no dividends.

**Section 10.2 Members' Liability.** The private property of the members of the corporation shall not be liable for any obligation of the corporation.

**Article XI**  
**Limitations on Actions**

**Section 11.1 Limitations on Distributions to Members.** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or any private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to make payments and distributions in furtherance of the purposes set for in Article III.

**Section 11.2 Limitations on Political Activity.** No substantial part of the activities of the corporation shall be the 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 any candidate for public office.

**Section 11.3 Limitations in General.** Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be

carried on by a corporation exempt from federal income tax under Section 501(c)(2) of the Internal Revenue Code (the "Code").

**Article XII**  
**Distribution of Assets on Dissolution**

**Section 12.1 Distribution by Directors.** Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for the purposes of the corporation as set forth in Article III, including distributions to such organizations organized and operated for such purposes as the Board of Directors shall determine, provided that at the time they qualify as exempt organizations under Section 501(c)(2) or Section 501(c)(3) of the Code.

**Section 12.2 Distribution By Circuit Court.** Any assets of the corporation not distributed by the Board of Directors pursuant to Section 12.1 shall be distributed by the circuit court of the county in which the principal office of the corporation is then located exclusively to such Section 501(c)(2) or Section 501(c)(3) qualifying organizations as said court shall determine.

**Article XIII**  
**Powers**

**Section 13.1 Powers in General.** Subject to the restrictions and limitations set forth in Articles XI and XII, the corporation shall have all powers and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida, including, but not limited to, the power to purchase, own, sell and otherwise deal with real and personal property, to borrow and lend money, to make contracts with others for goods and services, to elect officers and appoint agents, to carry on its operations through its officers, employees and agents within or without the State of Florida and to make donations for charitable, educational and scientific purposes.

**Article XIV**  
**Amendment**

**Section 14.1 Amendment.** These Articles of Incorporation may be amended at any regular meeting of the club at which a quorum is present by 2/3 vote of members present. No amendment or additions to these articles can be made which is not in harmony with the Bylaws and Constitution of Rotary International.

**IN WITNESS WHEREOF,** the incorporator has executed these Articles this

25 day of September, 2018.



DRAKE M. BATCHELDER

INCORPORATOR

STATE OF FLORIDA

COUNTY OF ST. JOHNS

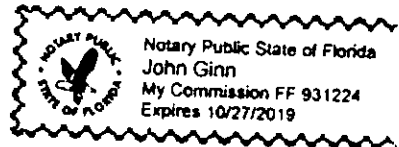
I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the county and state aforesaid to take acknowledgements, personally appeared DRAKE M. BATCHELDER who executed the foregoing document, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 25 day of September, 2018.

  
\_\_\_\_\_  
Notary Public

Personally known X Provided ID \_\_\_\_\_

ID Provided \_\_\_\_\_





**CERTIFICATE DESIGNATING REGISTERED OFFICE  
AND RESIDENT AGENT  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Florida Statutes §48.091 and §607.0501, the following is submitted:

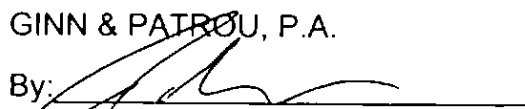
**THE SAINT AUGUSTINE SUNRISE ROTARY CLUB, INC.**, desiring to organize or qualify under the laws of the State of Florida, hereby designates GINN & PATROU, P.A. as its resident agent to accept service of process within the State of Florida and the address of the registered office shall be 770 A1A Beach Blvd., Ste D., St. Augustine, FL 32080.

**THE ROTARY CLUB OF  
ST. AUGUSTINE SUNRISE**

By:   
DRAKE M. BATCHELDER

Date: 9/25/18

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further state that I am familiar with and accept the obligations provided for in Florida Statutes §607.0505 and others relative to the property and complete performance of my duties.

GINN & PATROU, P.A.  
By:   
JOHN R. GINN, ESQ., Manager

Date: 9/25/18

St. Augustine Sunrise Rotary 2018-2019 Board of Directors

President: Drake Batchelder

President Elect: Jake Parham

Immediate Past President: Rusty Hall

Vice President: Francine Quesada

Secretary: Stephanie Helburn

Treasurer: Brynda Cummings

Sergeant-at-Arms: Jeff Schnittker

Board Member 2017-2019: Brian Miller

Board Member 2017-2019: Dan Bagan

Board Member 2017-2019: Gary Fowdy

Board Member 2017-2019: Dawn Bell