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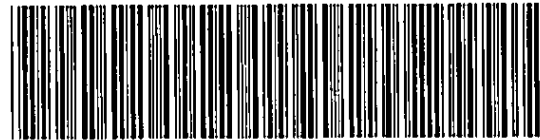
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2018 NOV -3 PM 1:01
FALL RIVER, MA

COVER LETTER

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

SUBJECT: KIWANIS CLUB OF FREEPORT--SOUTH WALTON FOUNDATION, 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: JAMES PITTS
Name (Printed or typed)

P.O. BOX 5
Address

FREEPORT, FL 32439
City, State & Zip

850-259-9003
Daytime Telephone number

JIM@FLADREAMS.COM
E-mail address: (to be used for future annual report notification)

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

2011 NOV -5 PM 1:01
ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 11/15/11 BY 60322
UCBAW/STP/STP

**ARTICLES OF INCORPORATION
OF
KIWANIS CLUB OF FREEPORT-SOUTH WALTON FOUNDATION, INC.**

The undersigned Incorporator hereby forms a corporation not for profit under and pursuant to Chapter 617, Florida Statutes, and does hereby state as follows:

ARTICLE I

NAME

The name of this corporation shall be the Kiwanis Club of Freeport-South Walton Foundation, Inc. ("Foundation").

ARTICLE II

ADDRESS

The principal address of the Foundation shall be 312 Bayside Drive, Freeport, FL 32439 (located within the County of Walton, State of Florida), and the mailing address shall be P.O. Box 5, Freeport, FL 32439, or at such other place(s) as may be subsequently designated by the Board of Trustees.

ARTICLE III

PURPOSES

The Foundation is formed and shall be operated exclusively for charitable and educational purposes including, but not limited to, for supporting and assisting children in the state of Florida including for the following purposes: To assist needy persons, particularly young people; to assist worthy youth in attaining educational and vocational excellence, to aid handicapped or disadvantaged persons through the expending of funds directly for such purposes or by the furnishing of funds to other organizations organized for charitable or educational purposes, or the prevention of cruelty to children, all within the purview of Section 501(c)(3) of the United States Tax Code or the Code of Federal Regulations thereunder.

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 Member or any Individual.

The Foundation shall have all of the common law and statutory powers provided under the laws of the State of Florida, and those powers provided by these Articles and the By-Laws of the Foundation. The Foundation shall have perpetual existence.

ARTICLE IV

TRUSTEES

The affairs and property of the Foundation shall be managed and governed by its Board of Trustees. The number of trustees and the manner in which they are elected or appointed shall be as provided in the Bylaws of Foundation, as they may be amended from time to time. The names and addresses of the persons who are the initial Board of Trustees of the Foundation are as follows:

Dave Casey, PO Box 5, Freeport, FL 32439

Bryan Gilbert, PO Box 5, Freeport, FL 32439

James Pitts, PO Box 5, Freeport, FL 32439

Wanda Pitts, PO Box 5, Freeport, FL 32439

Janine Stouse, PO Box 5, Freeport, FL 32439

Moe Stouse, PO Box 5, Freeport, FL 32439

Georgia Strohmeier, PO Box 5, Freeport, FL 32439

Hossein Vahabzadeh, PO Box 5, Freeport, FL 32439

Tyler Weant, PO Box 5, Freeport, FL 32439

William E. Whitney, PO Box 5, Freeport, FL 32439

ARTICLE V

OFFICERS

The Officers of the Foundation shall consist of a president, vice president, immediate past president, secretary and treasurer. The president and vice president shall be elected as provided in the Bylaws of the Foundation. The secretary and treasurer shall be appointed by the Board of Trustees. These officers shall constitute the Executive Committee of the Foundation. The names, addresses and titles of the initial Officers of the Foundation are as follows:

President— Moe Stouse, PO Box 5, Freeport, FL 32439

Vice President— William E Whitney, PO Box 5, Freeport, FL 32439

Immediate Past President— Bryan Gilbert, PO Box 5, Freeport, FL 32439

Secretary— Dave Casey, PO Box 5, Freeport, FL 32439

Treasurer— Jim Pitts, PO Box 5, Freeport, FL 32439

ARTICLE VI

REGISTERED AGENT

The initial Registered Agent shall be James Pitts, whose address is 312 Bayside Drive, Freeport, FL 32439.

ARTICLE VII

INCORPORATOR

The Incorporator of the Foundation is William E. Whitney, whose address is 912 Bay Grove Rd., Freeport, FL 32439.

ARTICLE VIII

MEMBERS

The membership of the Foundation shall consist of all the active Members in good standing of the Kiwanis Club of Freeport-South Walton.

ARTICLE IX

BYLAWS

The bylaws of this Foundation shall be adopted by the Board of Trustees. The bylaws may be altered or rescinded by a majority vote of those Members present at any regular meeting; or at any special meeting called for that purpose, as described in the bylaws.

ARTICLE X

AMENDMENTS

Proposals for amendments to these Articles of Incorporation may be made by a majority of the Board of Trustees or a majority of the Members. Such proposals shall be in writing and shall be delivered to the President. These Articles may be amended upon approval of the Board of Trustees and a majority vote of the Members present at an Annual Meeting or a special meeting called for that purpose upon 15 days prior written notice to the Board and Membership. Electronic means of notice is adequate notice. These Articles may be amended without the approval of the Board of Trustees, but with a 60 percent affirmative vote of the Members present at an Annual Meeting or a special meeting called for that purpose.

ARTICLE XI

INDEMNIFICATION

Every Trustee and Officer of the Foundation shall be indemnified by the Foundation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him, in connection with any proceeding or any settlement thereof, to which he may be a party, or in which he may become involved by reason of his being or having been a Trustee or Officer of the Foundation, whether or not he is a Trustee or Officer at the time such expenses are incurred, except in such cases wherein the Trustee or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties: provided, that all settlements must be approved by the Board of Trustees as being in the best interest of the Foundation. The foregoing right of Indemnification shall be in addition to and not exclusive of all other rights to which such Trustees or Officer may be entitled.

ARTICLE XII

PROHIBITION AGAINST NON-CHARITABLE ACTIVITIES

No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Foundation 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 III hereof. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation 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, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE XIII

DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of the county in which the principal office of the corporation is then located,

exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, we have hereunto set out hands and seals at Freeport, Walton County, Florida, this 31st day of October, 2018.

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agreed to act in this capacity.

James C. Pitts
James Pitts, Registered Agent

OCTOBER 31, 2018
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Florida Department of State constitutes a third-degree felony as provided for in section 817.155, FS.

William E. Whitney
William E. Whitney, Incorporator

10/31/2018
Date