

6/27/2019

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**FLORIDA PROFIT/NON PROFIT CORPORATION  
WESTON ROTARY CHARITABLE FOUNDATION, INC.**

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**ARTICLES OF INCORPORATION**  
**OF**  
**WESTON ROTARY CHARITABLE FOUNDATION, INC.**  
**a Florida Not-for-Profit corporation**

Notice is hereby given that the undersigned incorporator, being of full age, for the purpose of forming a corporation not-for-profit, without capital stock, under the provisions of Chapters 607 and 617, Florida Statutes, do hereby accept all rights, privileges, benefits and obligations conferred and imposed by said law, and do hereby make, subscribe, acknowledge and file these Articles of Incorporation.

**ARTICLE I - NAME**

The name of this corporation is as follows:

**WESTON ROTARY CHARITABLE FOUNDATION, INC.**

**ARTICLE II - PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT**

The street address of the principal office of the corporation is 1792 Bell Tower Lane, Weston, Florida 33326, and the name of the registered agent of this corporation and address of the registered agent is: **REVIS, HERVAS & GOLDBERG P.A.** located at 1792 Bell Tower Lane, Weston, Florida 33326. The Certificate of Designation of Registered Office/Registered Agent attached hereto is incorporated herein and made a part hereof.

**ARTICLE III - DURATION**

This corporation shall have a perpetual existence, unless dissolved according to law.

**ARTICLE IV - PURPOSES**

The purposes for which the corporation is organized are:

A. This corporation will be organized as a 501(c)(3) Charitable Organization and shall operate exclusively for charitable, civic, fraternal, educational and scientific purposes; including for such purposes, the making of distributions on a non-sectarian, non-denominational basis to organizations that qualify as exempt organizations under Section 501(c)(3), 2055(a) and 170(c)(2)

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of the Internal Revenue Code of 1986, as amended (the "Code") (or any corresponding provisions of the succeeding law) or as a Non-Profit Corporation in good standing under the Florida law, and this corporation may engage in only such activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt educational, charitable, civic, fraternal and scientific purposes. In furtherance of such purposes, it may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on such activities.

B. As a means and incidental to accomplishing the purposes for which this corporation is being organized, it shall have the following powers:

1. To accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated; and

2. To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law; and

3. To borrow money and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement or other instrument of trust, of by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation, wherever situated; and

4. To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift; and

5. In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

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C. Notwithstanding anything herein to the contrary, this corporation may exercise any and all, but no other, powers as are in furtherance of the exempt purposes of organizations set forth in Code Sections 501(c)(3), 2055(a) and 170(c)(2) (or any corresponding provisions of succeeding law) and the Treasure Regulations thereunder as the same now exist, or as they may be hereafter amended from time to time.

D. No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any member, director or officer of the corporation or any other private individual in such a fashion as to constitute an application of funds not within the purpose of the exempt organizations described in Code Sections 501(c)(3), 2055(a) and 170(c)(2) (or any corresponding provisions of succeeding law). However, reimbursement for expenditures of the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

E. No part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or of participating in, or intervening in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

F. In the event of the complete or partial liquidation or dissolution of the corporation, whether voluntary or involuntary, no member, director or officer shall be entitled to any distribution or division of the corporation's property or its proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed, as provided by law and by the Bylaws of the Corporation, exclusive to the Rotary Foundation of Rotary International, Inc. If the Rotary Foundation of Rotary International, Inc. is not in existence at the time of dissolution then to an organization or organizations which themselves are exempt as organizations described in Code Sections 501(c)(3), 2055(a) and 170(c)(2) (or any corresponding provisions of succeeding law). Officers and Directors may be reasonably compensated for their services in winding up, liquidating and dissolving this corporation.

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**ARTICLE V - BOARD OF DIRECTORS**

This corporation shall have seven (7) Directors. Five (5) Directors will hold at-large positions with Three (3) Directors serving for a two (2) year term, and two (2) directors serving for a three (3) year term. The number of Directors may be increased or decreased from time to time by the Bylaws, but shall never be less than three (3). The manner in which the Directors shall be elected shall be set forth in the Bylaws of this corporation. The names and addresses of the initial Directors of this corporation are:

- 1     **ADAM SCOTT GOLDBERG**  
1792 Bell Tower Lane  
Weston, Florida 33326
- 2     **GERALD HOROWITZ**  
16135 Emerald Estates  
Weston, Florida 33331
- 3     **STEPHEN GOLDSTEIN**  
2769 Meadowood Drive  
Weston, Florida 33332
- 4     **JOHN CROSS**  
10285 N.W. 53 Street  
Sunrise, Florida 33351
- 5     **JORGE BRATHWAITE**  
4125 Pine Ridge Lane  
Weston, Florida 33331
- 6     **FRANK WALKER**  
15178 S.W. 38<sup>th</sup> Street  
Davie, Florida 33331
- 7     **JULIAN GAZZANO, SR.**  
2832 Andromeda Lane  
Weston, Florida 33327

**ARTICLE VI - 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 this corporation.

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**ARTICLE VII - NON- STOCK BASIS**

This corporation is organized under a non-stock basis.

**ARTICLE VIII - 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 this Corporation and in accordance with the requirements for exemption under Section 501(c)(3) of the Internal Revenue Code. The remaining assets shall be distributed by the Board of Directors to the Rotary Foundation of Rotary International, Inc. If the Rotary Foundation of Rotary International, Inc. is not in existence at the time of dissolution then to an organization or organizations which themselves are exempt as organizations described in Code Sections 501(c)(3), 2055(a) and 170(c)(2) (or any corresponding provisions of succeeding 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 IX - FEDERAL INCOME TAX**

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

1. 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.
2. The Corporation shall not engage in any act of "self-dealing" as defined in Code Section 4941(d) which would give rise to any liability for the tax imposed by Code Section 4941;
3. The Corporation shall not retain any "excess business holdings" as defined in Code Section 4943(c) which would give rise to any liability for the tax

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imposed by Code Section 4943;

4. The Corporation shall not make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Code Section 4944, so as to give rise to any liability for the tax imposed by Code Section 4944; and
5. The Corporation shall not make any "taxable expenditures" as defined in Code Section 4945(d) which would give rise to any liability for the tax imposed by Code Section 4945.

#### **ARTICLE X - BYLAWS**

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not-for-Profit law of Florida, concerning corporate action that must be authorized or approved by the members of the Corporation, Bylaws of this Corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, by a resolution of the Board of Directors by following the procedure set forth therefor in the Bylaws.

#### **ARTICLE XI - INCORPORATOR**

The name and street address of the incorporator of this corporation is as follows:

**ADAM SCOTT GOLDBERG, ESQ.  
REVIS, HERVAS & GOLDBERG P.A.  
1792 Bell Tower Lane  
Weston, Florida 33326**

#### **ARTICLE XII - AMENDMENT OF ARTICLES**

Amendment of these Articles of Incorporation may be adopted by the Board and presented to the Board of Directors for their vote. Amendments may be adopted by the affirmative vote of a majority of the members of the Board of Directors of the Corporation and as further set out in the Bylaws of the Corporation.


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**ARTICLE XIII - INDEMNIFICATION**

The corporation shall indemnify any officer, trustee or employee of the Corporation, or any former officer or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 25 day of JUNE, 2019.

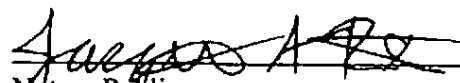
  
ADAM SCOTT GOLDBERG, ESQ.,  
Incorporator

STATE OF FLORIDA     )  
  )  
COUNTY OF BROWARD    )

The foregoing Articles of Incorporation were acknowledged before me on this 25 day of June, 2019, by ADAM SCOTT GOLDBERG, ESQ., who is personally known to me.



JACQUELINE A. REVIS  
Commission # 00314296  
Expires May 14, 2023  
Broward County Notary Public

  
Notary Public  
My commission expires:

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

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

1. The name of the corporation is:  
**WESTON ROTARY CHARITABLE FOUNDATION, INC.**
  
2. The name and address of the registered agent and office is:  
**REVIS, HERVAS & GOLDBERG P.A.  
1792 Bell Tower Lane  
Weston, Florida 33326**

**ACKNOWLEDGMENT**

Having been named as Registered Agent to accept Service of Process for the above named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity. I agree to comply with the performance of said duties, and I am familiar with and accept the obligation of such position as registered agent.

  
**ADAM SCOTT GOLDBERG, ESQ. for  
REVIS, HERVAS & GOLDBERG P.A.**

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