

8/4/2020

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FLORIDA PROFIT/NON PROFIT CORPORATION

Past Officers Association, Inc.

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DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
PAST OFFICERS ASSOCIATION, INC.
(A Florida Corporation Not for Profit)**

We, the undersigned, hereby execute the following Articles of Incorporation for the purpose of forming a Corporation under the laws of the State of Florida applicable to a Corporation not for profit.

ARTICLE I - Name and Principal Office: The name of this Corporation shall be the PAST OFFICERS ASSOCIATION, INC., and its principal office and mailing address is 8200 Seminole Blvd., Seminole, FL 33772.

ARTICLE II - Existence: This Corporation shall have perpetual existence, unless sooner dissolved by law.

ARTICLE III - Purpose:

(A) The specific purpose for which this Corporation is organized is to foster the exchange amongst those individuals who have served in the past as an officer of Rotary International, of ideas on and implementation of opportunities for community service projects with associated health, community and economic benefits including worthy community needs; assisting individuals in need of the basic necessities of life, advancing education, eliminating prejudice and discrimination, and advocating peace among all peoples.

(B) The general purpose for which this Corporation is organized is to possess all rights, privileges and immunities, and enjoy all the benefits and powers granted to Corporations not for profit under the laws of the State of Florida, and the United States of America.

(C) Notwithstanding the foregoing, and to supersede the same where in conflict, the general purposes for which the Corporation is organized are exclusively charitable, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IV - Non-Profit Status: The Corporation shall have no capital stock and shall declare no dividends, and the profits, or other income, if any, of the Corporation, from whatever source, shall be used solely in promoting the purpose thereof, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise, in any manner of profit to the Directors, Officers, or Members of this Corporation. However, nothing herein shall prohibit the payment in good faith of reimbursement to any Director, Officer, or Member for out of pocket expenses or reasonable compensation for services actually rendered on behalf of the Corporation.

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ARTICLE V - Liquidation:

(A) In the event of dissolution, all of the remaining assets of the Corporation, after payment of all debts and obligations, shall be distributed to The Rotary Foundation, an IRS approved 501(c)(3) foundation.

(B) Upon the dissolution of the corporation, should The Rotary Foundation not exist, or not possess 501(c)(3) status, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the Corporation is then located exclusively for such purposes.

ARTICLE VI - Membership: Membership shall be open to all natural persons over the age of 18 years who have served in the past as an Officer of Rotary International, and who are interested in furthering the purposes of this Corporation as set forth in Article III. Membership classes, qualifications, status, manner of admission and voting rights shall be determined by the Board of Directors in the adoption of Bylaws and any amendments thereto from time to time.

ARTICLE VII - Incorporator: The name and address of the Incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Timothy C. Schuler	8200 Seminole Blvd. Seminole, FL 33772

ARTICLE VIII - Business Affairs:

(A) The business affairs of this Corporation shall be managed by a Board of Directors of not less than three (3) nor more than nine (9) members, as provided for in the By-Laws of this Corporation from time to time, and who shall take office as provided for in the By-Laws. The initial Board of Directors of this Corporation shall be comprised of the following three (3) individuals, who shall also constitute the founding members of the Corporation:

<u>Name</u>	<u>Address</u>
Timothy C. Schuler	3037 Rainbow Court Safety Harbor, FL 34695
Charles A. Rogers	4650 Bay Boulevard, #1028 Port Richey, FL 34668
David J. Sullivan	Salem House, 6 Camden North Road Paget, Bermuda

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(B) The qualifications for Directors of this Corporation shall be as stated in the By-Laws.

ARTICLE IX - Officers: The Officers of the Corporation, shall be a chairman, a secretary, and a treasurer, and such other Officers as the Board of Directors may from time to time name and designate. All offices shall be filled as provided for in the By-Laws of this Corporation. The initial Officers of the Corporation are:

President
Secretary
Treasurer

David J. Sullivan
Timothy C. Schuler
Charles A. Rogers

ARTICLE X - By-Laws: The Directors shall have the right to make and adopt such By-Laws as they shall deem proper and advisable not in conflict with these Articles, by a two-thirds vote of the Board at any regular or special meeting thereof provided that notice of such meeting containing the text of the proposed By-Law amendment is furnished to each Director at least five days prior to such meeting. Such By-Laws may also be made, altered, or rescinded upon a majority vote of the Members of the Corporation present and voting at any regular or special business meeting called for that purpose. All By-Law amendments made by the Board of Directors must be furnished to the Members within ten (10) days of adoption by the Board, and shall be deemed ratified by the Members if no action is taken by them to alter or rescind the amendments within 20 days after notice is provided to them. Notice is deemed effective upon certification by the Corporate Secretary that the amendments have been placed in the mail, or sent by facsimile or electronic mail.

ARTICLE XI - Amendments: Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to the members, or by any Member. Amendments of the Articles of Incorporation shall be by approval by two-thirds of the membership having voting rights and voting at any regular or special meeting in which a quorum is present, provided that written notice of such meeting containing the text of the proposed amendments be furnished to each member not less than ten days prior to such meeting.

ARTICLE XII - Registered Agent and Office: The address of the Corporation's Registered office shall be 8200 Seminole Boulevard, Seminole, Florida 33772, and the name of it's Registered Agent as said address shall be Timothy C. Schuler, Esq.

ARTICLE XIII - Limitation on Powers:

(A) 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

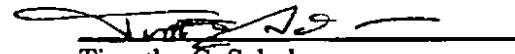
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income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

(B) Specifically, this organization shall:

1. Absolutely refrain from participating in the political campaigns of candidates for local, state or federal office.
2. Absolutely ensure that its assets and earnings do not unjustly enrich board members, officers, key management employees, or other insiders.
3. Not further non-exempt purposes (such as purposes that benefit private interests) more than insubstantially.
4. Not operate for the primary purpose of conducting a trade or business that is not related to its exempt purpose(s).
5. Not engage in activities that are illegal or violate fundamental public policy.
6. Restrict its legislative activities.


IN WITNESS WHEREOF, I have here unto set my hand and seal, this 3rd day of August, 2020


Timothy C. Schuler
Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 3rd day of Aug, 2020


Timothy C. Schuler
Registered Agent

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TALLAHASSEE, FL