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SOUTH ALABAMA STATE
FALLMILLSSEE, FLORIDA

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OCT 28 2021

COVER LETTER

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

SUBJECT: PONTE VEDRA ROTARY 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: Christopher Bondani - Hill & Bondani, PLLC

Name (Printed or typed)

2106 Sawgrass Village Dr

Address

Ponte Vedra Beach, FL 32082

City, State & Zip

904-285-5576

Daytime Telephone number

chris@lawofficeshill.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
PONTE VEDRA ROTARY FOUNDATION INC.
A Florida Nonprofit Corporation**

In compliance with the requirements of F.S. Chapter 617, the undersigned hereby act as incorporators in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

**ARTICLE I
NAME**

The name of the Corporation is: PONTE VEDRA ROTARY FOUNDATION INC.

**ARTICLE II
PRINCIPAL OFFICE**

The street address of the principal office of the Corporation is: 101 MARKETSIDE AVENUE, 404-111, PONTE VEDRA, FL 32081.

**ARTICLE III
REGISTERED AGENT**

The initial street address of the Corporation's registered office is: 2106 Sawgrass Village Dr., Ponte Vedra Beach, FL 32082. The initial registered agent for the Corporation at that address is: Christopher J. Bondani.

**ARTICLE IV
DIRECTORS**

The initial board of directors shall consist of three members. The number of directors may be increased or diminished from time to time by the Bylaws, but it shall never be less than three. The names and addresses of the persons who shall serve on the initial board of directors are:

Names	Addresses
Colleen Altosino Sastre, Director & Chairperson	217 Portsmouth Bay Avenue Ponte Vedra, FL 32081
Dennis Baldwin, Director & Secretary	23 Briar Ridge Court Ponte Vedra, FL 32081
Sean Smith, Director & Treasurer	141 Spanish Creek Drive Ponte Vedra, FL 32081

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ARTICLE V INCORPORATORS

The names and street addresses of the persons signing these articles of incorporation are:

Names	Addresses
Christopher J. Bondani	2106 Sawgrass Village Dr.
Hill & Bondani, PLLC	Ponte Vedra Beach, FL 32082

Article VII PURPOSE

The purposes for which this corporation is formed are exclusively charitable, educational and scientific and consist of the following:

This corporation is formed exclusively for charitable, educational and scientific purposes 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.

This corporation is formed to aid, support, and assist through education, training, funding, gifts, contributions, or otherwise, Rotarians in Ponte Vedra and all over the world, to advance world understanding, goodwill, and peace through the improvement of health, the support of education, and the alleviation of poverty.

This corporation is formed to do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization 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 VIII. 501(c)(3) LIMITATIONS

CORPORATE PURPOSES: Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state 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.

EXCLUSIVITY: The Corporation is organized exclusively for charitable and educational purposes.

NO PRIVATE INUREMENT: The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

LOBBYING AND POLITICAL CAMPAIGNS: No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

DISSOLUTION: Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 or shall be distributed to the federal government, or to a state or local government, to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

PRIVATE FOUNDATION PROVISIONS: In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

- a. The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- b. The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- c. The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- d. The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

e. The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

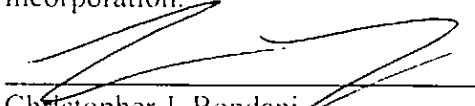
ARTICLE IX INDEMNIFICATION

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors of administrators) may be entitled apart from this Article.

ARTICLE VIII DURATION

The Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned incorporators have executed these articles of incorporation.

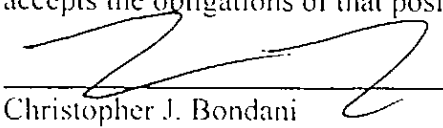


Christopher J. Bondani
Incorporator

10/08/2020
Date

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Ponte Vedra Rotary Foundation Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501.



Christopher J. Bondani
Registered Agent

10/08/2020
Date

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