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**Division of Corporations**  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**THE EXCHANGE CLUB OF FELLSMERE FOUNDATION, INC.**

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Page Count	05
Estimated Charge	\$70.00

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July 18, 2022

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

DILL, EVANS & RHODEBACK

SUBJECT: THE EXCHANGE CLUB <sup>OF</sup> ~~AT~~ FELLSMERE FOUNDATION, INC.  
REF: W22000094250

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Tammi Cline

FAX Aud. #: B22000243445

Regulatory Specialist II Supervisor

Letter Number: 122A00016004

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**ARTICLES OF INCORPORATION  
OF  
THE EXCHANGE CLUB OF FELLSMERE FOUNDATION, INC.**

I, the undersigned, acting as incorporator of a not for profit corporation under the laws of the State of Florida, pursuant to Chapter 617 F.S. and for that purpose do hereby adopt the following Articles of Incorporation.

**ARTICLE 1  
NAME**

The name of this Corporation shall be THE EXCHANGE CLUB OF FELLSMERE  
FOUNDATION, INC.

**ARTICLE 2  
EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE 3  
EFFECTIVE Date**

The effective date of incorporation shall be upon filing with the State of Florida Department of State.

**ARTICLE 4  
PURPOSE**

The Corporation is organized exclusively for charitable, educational, and primarily to aid in the prevention of child abuse, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code. THE EXCHANGE CLUB OF FELLSMERE FOUNDATION, INC will assist the Fellsmere community and other local communities within Indian River County by providing sponsorships to groups, organizations and individuals in need. THE EXCHANGE CLUB OF FELLSMERE FOUNDATION, INC will work with these communities to better them by proving services to benefit, award and develop our community's youth, promote the prevention of child abuse, community services and Americanism.

**ARTICLE 5  
INITIAL BUSINESS**

The character of the affairs and business that the Corporation initially intends to conduct is to take all such actions as may be appropriate to accomplish the purposes set forth above.

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ARTICLE 6  
POWERS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation 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 4 hereof. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, this Corporation shall not, carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future Federal Tax Code.

ARTICLE 7  
MEMBERSHIP

The Corporation will have Members. The Corporation elects to have one (1) classifications of Member. All Members are voting members unless specifically designated as non-voting members.

ARTICLE 8  
DISTRIBUTIONS UPON DISSOLUTION

Upon the dissolution of the Corporation, after paying and making provisions for the payment of all the legal liabilities 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 the 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 competent jurisdiction 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.

ARTICLE 9  
INDEMNIFICATION

The Corporation does indemnify any directors, officers, employees, incorporators, and members of the Corporation from any liability regarding the Corporation and the affairs of the Corporation, unless the person fraudulently and intentionally violated the law and/or maliciously conducted acts to damage and/or defraud the Corporation, or as otherwise provided under applicable statute. For purposes of this provision, "Director" shall include trustee or persons who serve on a board, committee or council of the Corporation in an advisory capacity.

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ARTICLE 10  
BOARD OF DIRECTORS

The manner in which directors are elected will be by membership vote as stated in the Bylaws of the Corporation. This Corporation shall be managed at least three (3) member of the corporation and by no more than five (5) members. The names and addresses of the persons who are to serve as the Directors until the first annual meeting of the Board of Director, or until their successors are elected and qualified are:

Sandi Gehrke - 8646 106th Ave, Vero Beach, Fl 32967

Joel Tyson - 22 N Mulberry St, Fellsmere, Fl 32948

Raul A. Perez - 1565 US Highway 1, Sebastian, Florida 32958

ARTICLE 11  
PRINCIPAL OFFICE

The principal office and place of transacting the business of the Corporation shall be:

1565 US Highway 1,  
Sebastian, Florida 32958

However, the Board of Directors may meet for the transaction of business at such other places as the Directors may from time to time designate.

ARTICLE 12  
AMENDMENT

These Articles of Incorporation may be amended from time to time only by a majority vote of the Members of the Corporation present, in accordance with procedures set forth in the Bylaws of the Corporation, at a duly convened meeting called for that purpose, if a quorum is present and a notice is given as specified in the Bylaws of the Corporation.

ARTICLE 13  
INCORPORATOR

The name and address of the Incorporator is:

Raul A. Perez  
1565 US Highway 1,  
Sebastian, Florida 32958

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ARTICLE 11  
REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the Corporation is:

Dill, Evans and Rhodeback  
1565 US Highway 1,  
Sebastian, Florida 32958

The name of the initial registered agent is:

Raul A. Perez

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 agree to act in this capacity

\_\_\_\_\_  
Required Signature/Registered Agent

7/18/22  
\_\_\_\_\_  
Date

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

\_\_\_\_\_  
Required Signature/Incorporator

7/18/22  
\_\_\_\_\_  
Date

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