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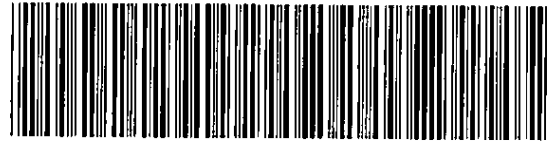
(Business Entity Name)

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COVER LETTER

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

SUBJECT: ROTARY CLUB OF THE VILLAGES-NOON 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: MARTIN J KURTZ
Name (Printed or typed)

6024 BRITTON DRIVE
Address

THE VILLAGES, FL 32163
City, State & Zip

954-914-9788
Daytime Telephone number

MKURTZCPA@GMAIL.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

ROTARY CLUB OF THE VILLAGES-NOON FOUNDATION, INC.

(A Corporation Not For Profit Pursuant to Chapter 617, Florida Statutes)

ARTICLE I - NAME

The name of this corporation shall be:

ROTARY CLUB OF THE VILLAGES-NOON FOUNDATION, INC. (the "Corporation")

ARTICLE II - PRINCIPAL OFFICE

The principal office of this corporation shall be:

1525 LYNCHBURG LOOP, THE VILLAGES, FL 32162

ARTICLE III - PURPOSES

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

Notwithstanding the provisions of this Article, the Corporation shall neither have nor exercise any power, nor shall engage directly or indirectly in any activity that would invalidate its status as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV - MEMBERS

All active members in good standing of the Rotary Club of the Villages-Noon (the "Club") shall be members of the Rotary Club of the Villages-Noon Foundation, Inc. All such members who are entitled to vote under the Constitution of the Club shall be entitled to vote on matters pertaining to this Corporation.

ARTICLE V - TERM OF EXISTENCE

This Corporation is to exist perpetually.

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ARTICLE VI – BYLAWS

The Board of Trustees of this Corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they deemed necessary from time to time.

Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of those members of the Board of Trustees present at any regular meeting or any special meeting called for that purpose.

ARTICLE VII - BOARD OF TRUSTEES

The management of the affairs of the Corporation shall be vested in a Board of Trustees as defined in the Corporation's bylaws. No Trustee shall have any right, title, or interest in or to any property of this Corporation.

Trustees are elected by the membership in the manner prescribed in the Corporation's bylaws. The number of Trustees may be varied from time to time, in accordance with the Corporation's bylaws, but never shall be less than five (5). Each Trustee shall be a member of the Corporation.

The names and addresses of the persons who will serve as Trustees until the next annual meeting of the members of the Corporation are:

ANDRE COUCKUYT - 1543 WYATT AVENUE, THE VILLAGES, FL 32162

DICK KANYAN - 3134 ROSWELL ROAD, THE VILLAGES, FL 32162

LINDA TRUITT - 3626 COSMOS WAY, THE VILLAGES, FL 32163

MICHAEL A ABRAMS II - 3179 CONDREY COURT, THE VILLAGES, FL 32163

MARTIN J KURTZ - 6024 BRITTON DRIVE, THE VILLAGES, FL 32163

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator is:

MARTIN J. KURTZ - 6024 BRITTON DRIVE, THE VILLAGES, FL 32163

ARTICLE IX - REGISTERED AGENT

The name and address of the Registered Agent is:

EUGENE BAYLISS JR - 1525 LYNCHBURG LOOP, THE VILLAGES, FL 32162

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ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose by a majority vote of those present.

Amendments also may be made at a regular meeting of the membership upon notice given, as provided by the Bylaws, of intention to submit such amendments.

ARTICLE XI - PERSONAL LIABILITY

The personal liability of each member of the Board of Trustees and each uncompensated officer of the Corporation or its members, for monetary or other damages, for conduct as a Trustee, Officer or member shall be eliminated to the full extent permitted by law. No member of the Board of Trustees, uncompensated officer of the Corporation or its members, shall be personally liable for the debts or obligations of the Corporation.

ARTICLE XII - INDEMNIFICATION

The Corporation will indemnify its trustees, officers, employees and agents and any person who previously served in any of those capacities to the fullest extent allowed by Florida law. The Corporation shall indemnify to the fullest extent permitted any person who is made, or threatened to be made, a party to an action, suit or proceeding, whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that the person is or was a Trustee or Officer of the Corporation.

ARTICLE XIII - LIMITATIONS ON USE OF FUNDS

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, such as preparation of legal and/or tax documents, and to make payments and distributions in furtherance of the purposes of the Corporation. 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, the 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 of 1986, 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.

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ARTICLE XIV- DISSOLUTION

Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the Corporation, dispose of all assets of the Corporation. The 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 the court of appropriate 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 that court shall determine, which are organized and operated exclusively for such purposes.

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.

Eugene R Bayliss, Jr
Signature of Registered Agent

EUGENE R BAYLISS, JR

9-16-23

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 Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Martin J Kurtz
Signature of Incorporator

MARTIN J KURTZ

9/20/23

Date

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HALL COUNTY FL