

Division of Corporations

Page 1 of 1

**N 38945**

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KIWANIS CLUB OF BRADENTON FOUNDATION, INC.

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Page Count	06
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Electronic Filing Menu

Corporate Filing Menu

Help

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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
KIWANIS CLUB OF BRADENTON FOUNDATION, INC.  
A NON-PROFIT CORPORATION

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Kiwanis Club of Bradenton Foundation, Inc., a corporation not for profit chartered under the laws of the State of Florida, by and through its undersigned authorized officers, does hereby execute and file these Amended and Restated Articles of Incorporation, pursuant to Chapter 617 of the Laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be: Kiwanis Club of Bradenton Foundation, Inc., hereinafter referred to as the Corporation.

ARTICLE II

EXISTENCE

This Corporation shall have perpetual existence unless earlier dissolved by law or by unanimous consent of all members.

ARTICLE III

PURPOSES

This Corporation is organized for the purpose of providing an entity under the Florida Not-for-Profit Corporation Act for the operation of a charitable foundation to carry out the charitable programs of the Kiwanis Club of Bradenton, Inc.; to accept donations from the Kiwanis Club of Bradenton, Inc., its members, and any other source; to manage the investments derived from the donations; and to expend the income derived from such investments to assist needy persons, particularly young people, to assist worthy youth in attaining vocational excellence, and to aid handicapped persons in regaining happy, useful lives, either directly or by the furnishing of funds to other organizations organized for charitable, educational, religious or other qualified public purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended

Fax Audit # (((H08000216261 3)))

(hereinafter "Internal Revenue Code") or corresponding section of any future federal tax code, all in accordance with these Articles and the By-laws of the Corporation.

#### ARTICLE IV

##### QUALIFICATION FOR MEMBERSHIP

The qualifications for membership in the Corporation and the manner of admission of members shall be as set forth in the By-laws of the Corporation.

#### ARTICLE V

##### DISTRIBUTION AND MANAGEMENT OF ASSETS

A. No part of the income of this Corporation shall be distributed to its members, its incorporator, or to any member of its incorporator, except as compensation for actual services rendered, provided such services are reasonable and necessary to carry out the Corporation's exempt purposes.

B. If the Corporation is deemed a private foundation pursuant to section 509(a) of the Code,

1. the Corporation will endeavor to 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 section of any future federal tax code. Gross annual income is defined as all interest, dividends and capital gains, less all capital losses.

2. the Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or corresponding section of any future federal tax code;

3. the Corporation will not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code, or corresponding section of any future federal tax code; and,

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

5. Subject to the limitations as stated above in this paragraph B and by an affirmative vote of three-quarters (3/4 or 75%) of the Board of Trustees of the Kiwanis Club of Bradenton Foundation, Inc., undistributed income, as defined in paragraph B. 1. above, remaining at the end of any fiscal year may be committed to and reserved for the purpose of funding projects in future fiscal years that have been previously approved by the Board of

Fax Audit # (((H08000216261 3)))

Trustees but not fully funded at the conclusion of the fiscal year. Such projects shall be consistent with the purposes of the corporation as expressed in Article III above.

6. The Board of Trustees shall create, implement and monitor an investment policy and a spending policy. The objective of these policies is to allow the assets of the Kiwanis Club of Bradenton Foundation, Inc., to grow in perpetuity. The underlying principles of these policies shall be to:

a. Preserve the long term buying power of the corpus, taking into consideration the effects of inflation on buying power; AND,

b. To make funds available to support the specific goals and objectives of the Kiwanis Club of Bradenton Foundation, Inc. Distribution of such funds shall be at a predictable and consistent rate from year to year, as determined by the long term historical returns of the Kiwanis Club of Bradenton Foundation, Inc.'s investment portfolio; AND,

C. The corpus of the Corporation's invested assets shall not be distributed during its existence

D. Upon the dissolution or winding up of the affairs of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to or among only such non-profit corporations as have established a tax-exempt status under the provision of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

E. In the event that the Kiwanis Club of Bradenton, Inc., is dissolved and no longer exists then this Corporation shall continue as an entity under the Florida Not-for-Profit Corporation Act for the continued operation of a charitable foundation as otherwise provided in Article III of these Articles of the Corporation.

## ARTICLE VI

### REGISTERED OFFICE AND AGENT, PRINCIPAL OFFICE

The current registered office of the Corporation shall be at 802 11<sup>th</sup> Street West, Bradenton, Florida, 34205, and the current Registered Agent at such address shall be Clifford L. Walters. The current principal office is 1401 21<sup>st</sup> Avenue West, Bradenton, Florida, 34205, and the current mailing address is Post Office Box 1032, Bradenton, Florida, 34206. The registered office and agent, and principal office may be changed by vote of the Board of Trustees.

## ARTICLE VII

Fax Audit # (((H08000216261 3)))

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**OFFICERS AND TRUSTEES**

The affairs of the Corporation shall be managed by a Board of: (a) nine (9) Elected Trustees, (b) two (2) ex-officio Trustees, and (c) may have one (1) at-large Trustee. The officers of the Corporation shall consist of a President, Vice-President, Secretary and Treasurer who shall be members of the Board of Trustees. The officers and Trustees shall serve without compensation; shall have such duties and tenures as provided by the By-laws of the Corporation; and, shall be elected, qualified and hold office in accordance with the provisions of the By-laws.

**ARTICLE VIII****INCORPORATOR**

The name and address of the incorporator of these Articles of Incorporation is:

NAME  
Kiwanis Club of Bradenton, Inc.

POST OFFICE ADDRESS  
802 11<sup>TH</sup> Street West  
Bradenton, Florida 34205

**ARTICLE IX****INDEMNIFICATION**

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil or criminal, administrative or investigative (whether or not by or in the right of the Corporation), by reason of the fact that he or she is or was a trustee or officer, employee or agent of the Corporation, against any and all expenses (including attorney's fees, court costs and appellate costs and fees), judgments, fines and amounts paid in settlement incurred by him or her in connection with such action, suit or proceeding as provided, and subject to the limitations set forth in §607.014, Florida Statutes (1989), as the same may be from time to time amended.

**ARTICLE X****BY-LAWS**

The By-laws of the Corporation may be made, altered, amended or repealed, and new By-laws may be adopted by a two-thirds vote of all Trustees entitled to vote at any regular meeting of the Corporation, or at any Special Meeting called for that purpose, provided that at least fourteen (14) days advance written notice of any such meeting is given setting forth such alteration, amendment, repeal or adoption to the by-laws. Notwithstanding the foregoing sentence: (1), prior to becoming effective any such new or repealed by-law, or alteration or amendment of a by-law, must first be ratified by the Board of Directors of

Fax Audit # (((H08000216261 3)))

Kiwanis Club of Bradenton, Inc. by a majority vote of all members of that board entitled to vote at any regular meeting, or at any Special Meeting called for that purpose, provided that at least fourteen (14) days advance written notice of any such meeting is given setting forth such alteration, amendment, repeal or adoption to the by-laws.

## ARTICLE XI

### AMENDMENTS

These Articles of Incorporation may be altered, amended or repealed in whole or in part by a three fourths vote of all voting trustees at any regular (or special) meeting of the Corporation called for that purpose provided that fourteen (14) days advance written notice is provided to each member setting forth the alteration or amendment or substance thereof. The alteration, repeal or amendment of any Article shall be first adopted by Board resolution setting forth the proposed amendment, alteration or repeal of these Articles, which resolution the Trustees shall submit to a vote at a meeting of the members as set forth herein. The amended Article shall become effective upon the filing of all fees and approval by the Secretary of State of Florida and shall then be a part of these Articles of Incorporation.

## ARTICLE XII

### PROHIBITION OF SELF DEALING

The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## ARTICLE XIII

### KIWANIS INTERNATIONAL

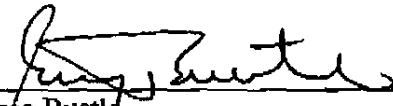
Whenever requested by Board of Trustees of Kiwanis International, the Corporation shall delete the name "Kiwanis" from the Corporation's name. This provision may not be

modified or deleted unless approved by the Board of Trustees of Kiwanis International.

The Amended and Restated Articles of Incorporation of Kiwanis Club of Bradenton Foundation, Inc., a Non-Profit Corporation, shall be effective when filed, and have been adopted by the Foundation by a unanimous vote of the Trustees and its members on the 9th day of September, 2008.

KIWANIS CLUB OF BRADENTON FOUNDATION, INC.

Fax Audit # (((H08000216261 3)))

By:   
Greg Bustle  
Its: President

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Clifford L. Walters