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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
KIWANIS CLUB OF BRADENTON FOUNDATION, INC.**

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

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

The purpose of the Corporation is to:

- A. Accept donations in accordance with the gift acceptance policy approved by the Board of Directors of the corporation;
- B. To raise funds and solicit contributions on behalf of the Corporation;
- C. To manage the investments of the Corporation;
- D. To implement a distribution policy which over time preserves the donor's original donation, unless the donor directs otherwise.
- E. To carry on charitable, educational, religious or other qualified activities within the meaning of Internal Revenue Code Section 170(c)(2) and Regulation 1.509(a)-4(c)(2) or the corresponding section of any future federal tax code or regulation ("Charitable Activities")

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by providing financial support to the Charitable Activities, including charitable programs and projects of the Kiwanis Club of Bradenton, Inc. ("Club") and making a charitable contribution to other Internal Revenue Code Section 501(c)(3) organizations; particularly those benefitting young people ("Charitable Contribution"). After the Corporation determines the spending/distribution amount for the fiscal year, the final allocation of the Charitable Contribution (after the joint Club/Corporation charitable committee determines its recommended allocation) or financial support for Charitable Activities of the Club shall be determined and approved by the Club Board of Directors and, if a multi-year commitment for a Charitable Contribution or for funding of Charitable Activities of the Club is requested, then such request must be approved by the membership of the Club as required by the Articles or Bylaws of the Club.

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.

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,

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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.

C. The Board of Directors shall create, implement and monitor an investment policy and a distribution/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 charitable goals and objectives of the Kiwanis Club of Bradenton, 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 (for example a 4 to 4.5 percent annual distribution/spending rate);

c. Income is defined herein as all interest, dividends and capital gains, less all capital losses;

d. Any amount approved by the Board of Directors to be distributed or spent in a fiscal year pursuant to its distribution/spending policy, which is not so expended in such fiscal year shall be rolled over and added to the budget for Charitable Activities for the following fiscal year ; AND,

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 11th Street West, Bradenton, Florida, 34205, and the current Registered Agent at such address shall be Clifford L. Walters. The current principal office is 502 3rd Avenue West, Bradenton, FL 34205, and the current mailing address is Post Office Box 1032, Bradenton, Florida, 34206. The

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registered office and agent, and principal office may be changed by vote of the Board of Directors.

ARTICLE VII

OFFICERS AND DIRECTORSS

The affairs of the Corporation shall be managed by a Board of: (a) nine (9) Elected Directors, (b) the President and President-Elect of the Club who shall be non-voting members, and (c) may have one (1) at-large Director. The officers of the Corporation shall consist of a President, Vice-President, Secretary and Treasurer and may include a President - Elect who shall be members of the Board of Directors. The officers and Directors shall serve without compensation; shall have such duties and tenures as provided in 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 11TH 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 Director 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 Directors entitled to vote at any regular

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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, 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 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

A. These Articles of Incorporation may be altered, amended or repealed in whole or in part by a three fourths vote of all voting Directors 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 Directors 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 Directors 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 Directors 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


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adopted by the Foundation by a unanimous vote of the Directors and its members on the 14th day of November, 2017.

KIWANIS CLUB OF BRADENTON FOUNDATION, INC.

By:


Steven Tinsworth

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

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