

N42746

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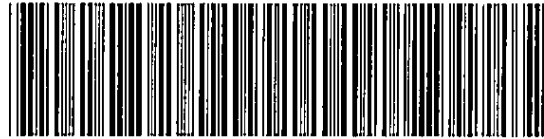
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**COVER LETTER**

TO: Amendment Section  
Division of Corporations



NAME OF CORPORATION: Capital City Kiwanis Club Foundation, Inc.

DOCUMENT NUMBER: N42746

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Eddie Williams

(Name of Contact Person)

Holland & Knight LLP

(Firm/ Company)

315 S. Calhoun Street, Suite 600

(Address)

Tallahassee, Florida 32301

(City/ State and Zip Code)

joe@shrepa.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Eddie Williams

850

425-5653

at

(Name of Contact Person)

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |  |  |   |   |
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| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>Enclosed) |
|--|--|---|---|

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**CAPITAL CITY KIWANIS CLUB FOUNDATION, INC.**

Theses Amended and Restated Articles of Incorporation of Capital City Kiwanis Club Foundation, Inc., a corporation not-for-profit under the laws of the State of Florida (the "Corporation"), are adopted and filed pursuant to the provision of Section 617.1002 and 617.1007, Florida Statutes, as amended. The Corporation's Document Number is N. The Corporation's Articles of Incorporation were originally filed with the Florida Secretary of State on November 4, 1994.

FIRST: The Corporation's Document Number is N42746. The Corporation's Articles of Incorporation were originally filed with the Florida Secretary of State on March 29, 1991.

SECOND: Set forth below are the Amended and Restated Articles of Incorporation of the Corporation, which amend and supersede in their entirety the Corporations' Articles of Incorporation.

THIRD: All amendments contained in these Amended and Restated Articles of Incorporation were duly adopted by the Corporations' Board of Trustees and Members entitled to vote on August 26, 2019, in accordance with Section 617.1002, *Florida Statutes*. The vote of the Board of Trustees and Members was sufficient for approval.

FOURTH: The amendment of the Articles of Incorporation set forth above shall be effective as of the date of filing of these Amended and Restated Articles of Incorporation with the Florida Secretary of State.

19 SEP 27 PM 12:50  
SECRETARY OF STATE  
CORPORATION

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**CAPITAL CITY KIWANIS CLUB FOUNDATION, INC.**

The undersigned hereby associate themselves for the purpose of forming a corporation not for profit under and pursuant to Chapter 617, Florida Statutes, and do hereby state as follows:

**ARTICLE I**

**NAME**

The name of this corporation shall be the Capital City Kiwanis Club Foundation, Inc. ("Foundation").

**ARTICLE II**

**PURPOSES**

The Foundation is formed for the following purposes: To assist needy persons, particularly young people; to assist worthy youth in attaining vocational excellence, and to aid handicapped or disadvantaged persons in regaining happy, useful lives through the expending of funds directly for such purposes or by the furnishing of funds to other organizations organized for charitable, scientific research, or educational purposes, or the prevention of cruelty to children, all within the purview of Section 501(c)(3) of the United States Code or the Code of Federal Regulations thereunder.

This corporation does not contemplate the distribution of gains, profits or dividends to the Members thereof, and is organized for non-profit purposes: no part of any net earnings or assets thereof shall inure to the benefit of any Member or any Individual.

The Foundation shall have all of the common law and statutory powers provided under the laws of the State of Florida, and those powers provided by the Declaration, these Articles and the By-Laws of the Foundation.

**ARTICLE III**

**EXISTENCE**

The Foundation shall have perpetual existence. In the event of the dissolution or winding up of this corporation, after paying or adequately providing for the debts or obligations of this corporation, the Trustee or persons in charge of liquidation, shall grant, convey, assign and transfer the remaining assets unto:

(1) A state, a territory, a possession of the United States, or any political subdivision of any of the foregoing; or to the United States or the District of Columbia, to be used exclusively for public purposes.

(2) A corporation, trust, or community chest, fund or foundation:

(a) Created or organized in the United States or in any possession thereof, or under the law of the United States, any state or territory, the District of Columbia, or any possession of the United States;

(b) Organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals;

(c) No part of the net earnings of which inures to the benefit of any private shareholder or individual; and

(d) No substantial part of the activities or which is carrying on propaganda, or otherwise attempting to influence legislation.

The assets transferred to any organization listed above shall be used within the United States, or any of its possessions, exclusively for the purposes specified in subparagraph (b).

No such organization listed above shall qualify for distribution unless such organization shall be an organization, association, fund, or foundation organized and operated exclusively for charitable, religious, scientific or educational purposes which is a tax-exempt, non-profit foundation under the United States Internal Revenue Code, and which is recognized as such by the United States Bureau of Internal Revenue.

If the Foundation holds any assets in trust at the time of dissolution thereof, such assets shall be disposed of in such manner as may be directed by decree of the Circuit Court of Leon County, Florida, upon petition therefor by the Attorney General, or any person concerned with the liquidation.

#### **ARTICLE IV**

##### **MEMBERS**

The membership shall consist of all the active Members in good standing of the Capital City Kiwanis Club of Tallahassee.

#### **ARTICLE V**

##### **TRUSTEES**

The affairs and property of the Foundation shall be managed and governed by its Board of Trustees. The number of trustees and the manner in which they are elected or appointed shall be as provided in the Bylaws of Foundation, as they may be amended from time to time.

## **ARTICLE VI**

### **REGISTERED AGENT**

The Registered Agent shall be Joe Sanders, whose address is 2878 Mahan Drive, Tallahassee, Florida 32308.

## **ARTICLE VII**

### **OFFICERS**

The Officers of the Foundation shall consist of a president, vice president, immediate past president, secretary and treasurer. The president and vice president shall be elected as provided in the Bylaws of the Foundation. The secretary and treasurer shall be appointed by the Board of Trustees. These officers shall constitute the Executive Committee of the Foundation.

## **ARTICLE VIII**

### **BYLAWS**

The bylaws of this Foundation shall be adopted by the Board of Trustees. The bylaws may be altered or rescinded by a majority vote of those Members present at any regular meeting; or at any special meeting called for that purpose, as described in the bylaws.

## **ARTICLE IX**

### **AMENDMENTS**

Proposals for amendments to these Articles of Incorporation may be made by a majority of the Board of Trustees or a majority of the Members. Such proposals shall be in writing and shall be delivered to the President. These Articles may be amended upon approval of the Board of Trustees and a majority vote of the Members present at an Annual Meeting or a special meeting called for that purpose upon 15 days prior written notice to the Board and Membership. Electronic means of notice is adequate notice. These Articles may be amended without the approval of the Board of Trustees, but with a 60 percent affirmative vote of the Members present at an Annual Meeting or a special meeting called for that purpose.

## **ARTICLE X**

### **INDEMNIFICATION**

Every Trustee and Officer of the Foundation shall be indemnified by the Foundation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him, in connection with any proceeding or any settlement thereof, to which he may be a party, or in which he may become involved by reason of his being or having been a Trustee or Officer of the Foundation, whether or not he is a Trustee or Officer at the time such expenses are incurred, except in such cases wherein the Trustee or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that all settlements must be approved by

the Board of Trustees as being in the best interest of the Foundation. The foregoing right of Indemnification shall be in addition to and not exclusive of all other rights to which such Trustees or Officer may be entitled.

## ARTICLE XI

### ADDRESS

The principal address of the Foundation shall be 2878 Mahan Drive, Tallahassee, Florida 32308 (located within the County of Leon, State of Florida), or at such other place as may be subsequently designated by the Board of Trustees.

## Article XII

### PROHIBITION AGAINST NON-CHARITABLE ACTIVITIES

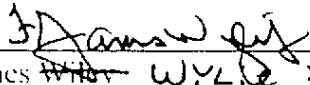
Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.


## ARTICLE XIII

### DISSOLUTION

Upon the dissolution 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 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 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.

IN WITNESS WHEREOF, we have hereunto set out hands and seals at Tallahassee, Leon County, Florida, this 13<sup>th</sup> day of September, 2019.

  
James W. Williams  
As its President

  
Eddie Williams, III  
As its Secretary