

N9500000673

ROTARY CLUB OF ORANGE PARK, FLORIDA

P. O. BOX 448

ORANGE PARK, FLORIDA 32067-0448

February 7, 1995

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

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Gentlemen:

Enclosed please find the following documents for ROTARY CLUB OF ORANGE PARK CHARITABLE FOUNDATION, INC.:

1. The executed Articles of Incorporation of ROTARY CLUB OF ORANGE PARK CHARITABLE FOUNDATION, INC.;
2. A copy of the executed Articles of Incorporation to be certified and returned; and
3. A check in the amount of \$122.50 to cover the following items:

Filing Fee	\$ 35.00
Registered Agent	35.00
Certified copy-Articles of Incorporation	<u>52.50</u>
TOTAL	\$122.50

Thank you for your assistance in this matter. Should you have any questions or comments, please contact me at 904-272-7764.

Sincerely,


N. Wayne Allen

SPC

Enclosures

ROTARY FOUR-WAY TEST "Of the things we Think, Say or Do"

1. Is it the TRUTH?
2. Is it FAIR to all concerned?
3. Will it build GOODWILL and BETTER FRIENDSHIPS?
4. Will it be BENEFICIAL to all concerned?

ARTICLES OF INCORPORATION

OF

ROTARY CLUB OF ORANGE PARK CHARITABLE FOUNDATION, INC.

I, the undersigned Incorporator, for the purpose of forming a corporation not-for-profit under the laws of the State of Florida, hereby adopt Articles of Incorporation as follows:

ARTICLE I - NAME

The name of this Corporation is:

ROTARY CLUB OF ORANGE PARK CHARITABLE FOUNDATION, INC.

ARTICLE II - PURPOSES

This Corporation is organized exclusively for charitable, educational, 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 corresponding section of any future federal tax code.

ARTICLE III - MEMBERS

The qualification of members and the manner of their admission are as follows:

The charter members of the Foundation are subscribers to these Articles of Incorporation. Following incorporation, Members of this Corporation shall be those who are members in good standing of the Rotary Club of Orange Park, Florida, as shall from time to time be the case.

ARTICLE IV - TERM

This corporation shall have perpetual existence unless dissolved according to law.

ARTICLE V - SUBSCRIBERS

The name and residence of the person signing these Articles of Incorporation as a subscriber is:

N. Wayne Allen
31 Fox Valley Drive
Orange Park, Florida 32073

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ARTICLE VI - OFFICERS

The affairs of this corporation are to be managed by a President, Vice President and Secretary/Treasurer. The officers shall be elected, except the Secretary/Treasurer who will be appointed, by the Board of Directors at its annual meeting. The names of the officers who shall hold office until their successors are elected or appointed and have qualified are:

Hinson L. Stephens, President
Ronald N. Batten, Vice President
N. Wayne Allen, Secretary/Treasurer

ARTICLES VII - DIRECTORS

This corporation shall have five Directors initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Board of Directors, but shall never be less than three. Directors shall be elected or appointed in accordance with the by-laws. The names and addresses of the persons who are to serve on the first Board of Directors who shall hold office until their successors are elected or appointed and have qualified are:

Hinson L. Stephens	2669 East Holly Point Orange Park, FL 32073
Ronald N. Batten	1716 Shoreline Place Orange Park, FL 32073
John C. Powers	2179 Foxwood Court Orange Park, FL 32073
E. Vaughan Rivers	2245 Reed Street Orange Park, FL 32073
N. Wayne Allen	31 Fox Valley Drive Orange Park, FL 32073

ARTICLE VIII - LIMITATIONS

1) No part of the net earning of the Corporation shall be inure to 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 these Articles. 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, or 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 corresponding section of any future federal tax code.

2) During any period in which it is a "private foundation" as defined in section 509(a) of the Internal Revenue Code:

(a) The corporation shall 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 laws;

(b) The Corporation shall distribute its income for each taxable 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 laws;

(c) The corporation shall 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;

(d) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of Internal Revenue Code, or corresponding section of any future federal tax code; and

(e) The corporation shall 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.

3) Upon the dissolution of the Corporation, its 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 the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

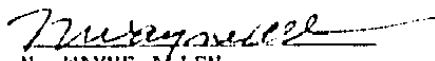
ARTICLE IX - AMENDMENTS

Amendments to these Articles of Incorporation may be proposed by action of the Board of Directors and by submission of the proposed amendment in writing to the members for their vote. An amendment to these Articles shall be adopted by the vote of a majority of the members present at any meeting, provided that notice in writing stating the amendments to be considered at the meeting, has been given to the membership by publication in two successive weekly notices distributed to members attending regular meetings of the Rotary Club of Orange Park, Florida, not less than thirty days prior to the meeting at which the amendment vote is taken.

ARTICLE X - REGISTERED OFFICE AND AGENT MAILING ADDRESS

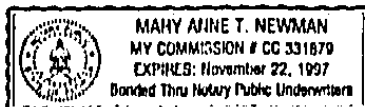
The initial registered office and mailing address of this Corporation shall be 31 Fox Valley Drive, Orange Park, Florida 32073, and the initial registered agent at such office is N. Wayne Allen.

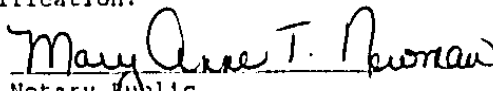
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 6th day of February, 1995.


N. WAYNE ALLEN

STATE OF FLORIDA
COUNTY OF CLAY

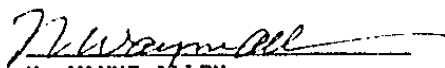
The foregoing instrument was acknowledged before me this SIXTH day of February, 1995, by N. WAYNE ALLEN. He is personally known to me or has produced _____ as identification.




Notary Public
My Commission Expires:

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial Registered Agent of Rotary Club of Orange Park Charitable Foundation, Inc.


N. WAYNE ALLEN

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