

N 95000003110

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Tallahassee Northside Rotary Club, Inc. 100001526321
(Corporation Name) (Document #) -06/29/95--01004--003
*****70.00 *****70.00
2. (Corporation Name) (Document #)
3. EFFECTIVE DATE
(Corporation Name) (Document #)
4. 7-1-95
(Corporation Name) (Document #)

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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/6/29/95

Examiner's Initials

EFFECTIVE DATE

7-1-95

ARTICLES OF INCORPORATION
OF
TALLAHASSEE NORTHSIDE ROTARY CLUB, INC.
A Florida Not For Profit Corporation

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ARTICLE I

NAME AND ADDRESS

The name of the Corporation shall be TALLAHASSEE NORTHSIDE ROTARY CLUB, INC., a Florida not for profit corporation.

ARTICLE II

TERMS OF EXISTENCE

The date and time of the commencement of the corporate existence of the Corporation shall be as of 12:01 a.m. on July 1, 1995, or on the time of the filing of these Articles of Incorporation by the Florida Department of State, whichever is later. This Corporation shall exist perpetually, unless sooner dissolved under Florida law.

ARTICLE III

PURPOSE AND POWER

1. The Corporation shall be at all times a not for profit corporation under the provisions of the Florida Corporation Not For Profit Act (Chapter 617, Florida Statutes). The Corporation shall be organized and shall be operated exclusively for the uses and purposes within the meaning of Section 501(c)(4) and/or (6) of the Internal Revenue Code, subject to the authority of Rotary International ("RI").

2. The object of the Corporation is to encourage and foster the ideal of service as a basis of worthy enterprise and, in particular to encourage and foster:

First. The development of acquaintance as a opportunity for service;

Second. High ethical standards in business and professions; the recognition of the worthiness of all useful occupations; and the dignifying by each Rotarian of his occupation as an opportunity to serve society;

Third. The application of the ideal of service by every Rotarian to his personal, business and community life;

Fourth. The advancement of international understanding, goodwill, and peace through a world fellowship of business and professional persons united in the ideal of service.

3. The Corporation shall have the full power and authority to:

(a) Conduct programs and activities; raise funds; request and receive grants, gifts, contributions, dues and bequests of money, real and personal property; or acquire, receive, hold, invest and administer, in its own name, securities, funds, objects of value, or other property, real or personal.

(b) Carry on all the other activities allowed by the laws of the State of Florida and the United States for a not for profit organization.

(c) Borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business; and

(d) Within and subject to the limitations of the applicable sections of the Internal Revenue Code, to perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the Corporation, as set forth in these Articles of Incorporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Florida Corporation Not For Profit Act.

4. The Corporation shall serve only such purposes and functions and shall engage only in such activities as are consonant with the purposes set forth in this Article Three.

ARTICLE IV

TAX-EXEMPT NONPROFIT CORPORATION AFFILIATED WITH RI

1. The Corporation shall be neither organized nor operated for pecuniary gain or profit.

2. Moreover:

(a) No part of the net earnings of the Corporation shall ever inure to the benefit of, or be distributable to, any member, director, officer, or trustee of the Corporation, or any other private person; but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distribution in furtherance of the purposes as set forth in Article Three hereof.

(b) 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 publication or distribution of statements) any political campaign on behalf of any candidate of public office.

3. It is intended that the Corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under Section 501(c)(4) and/or (6) of the Internal Revenue Code. All terms and provisions of these Articles of Incorporation and the Bylaws of the Corporation, and all authority and operations of the Corporation, shall be construed, applied and carried out in accordance with such intent.

4. It is intended that the Corporation shall have, and continue to have, the status as a club affiliated with Rotary International. All terms and provisions of these Articles of Incorporation and the Bylaws of the Corporation, and all authority and operations of the Corporation, shall be construed, applied and carried out in accordance with such intent.

ARTICLE V

MEMBERSHIP

1. The Board of Directors of the Corporation shall have the power to admit members to the Corporation in such manner, subject to such qualifications, and upon such terms and conditions and with such rights and privileges, including voting, as may be provided from time to time in the Bylaws of the Corporation and as are not inconsistent with any provision of these Articles of Incorporation. Members may be divided into one or more classes.

2. The Corporation shall provide for equal membership and employment opportunities to all persons regardless of race, color, religion, sex, age, or natural origin.

ARTICLE VI

BOARD OF DIRECTORS

1. The Corporation shall be governed by a Board of Directors. The number of directors which shall serve as the Board of Directors for this Corporation is ten (10), as more fully set forth in the Bylaws; moreover, a greater number of directors may be established and revised by a duly adopted Bylaw. The directors shall be elected in the manner provided in the Bylaws.

2. The directors shall be members of the Corporation. A quorum of the Board of Directors shall consist of at least one-third ($1/3$) the prescribed number of directors as set forth in the Bylaws, unless a duly adopted Bylaw requires a higher percentage.

ARTICLE VII

OFFICERS

1. The officers of the Corporation shall be the President, the President-Elect, the Secretary, the Treasurer, the Sergeant-At-Arms and such other officers and assistant officers as may be created from time to time by the Board of Directors. The officers shall be elected or appointed annually, as more fully set forth in the Bylaws.

2. The names of the initial officers to serve until the next election, are as follows:

President: J. Christian Headley, II

President Elect: James M. Mendelson

Secretary: Milton E. (Bill) Beurmann

Treasurer: James R. Brewster

Sergeant-At Arms: Linda Huff

ARTICLE VIII

BYLAWS

The Bylaws for the corporation may be made, altered, rescinded, or adopted by a resolution of the Board of Directors or as otherwise set forth in the Bylaws. The Bylaws shall contain the quorum, notice and voting requirements for meetings and activities of the membership. The Bylaws shall be comprised of two (2) parts: the Constitution of Rotary International, as adopted and amended (if at all) by the Corporation, and the General Bylaws of the Corporation. In the event of conflict among the provisions of these Articles, the Constitution of Rotary International, as adopted and amended (if at all) by the Corporation, and the General Bylaws, the priority of controlling terms shall be first these Articles, then the Constitution of Rotary International, as adopted and amended (if at all) by the Corporation, and then the General Bylaws.

ARTICLE IX

DISSOLUTION / RESERVATION OF ASSETS

In the event of dissolution or the termination of the Corporation, title to all of its assets shall vest in the Rotary District 6940 Foundation, or its successor, to be used exclusively for the purposes hereinabove set forth, provided that such does not impair or destroy the tax exempt status of the Foundation or result in the denial of tax exempt status to this Corporation.

ARTICLE X

AMENDMENTS TO ARTICLES OF INCORPORATION

Amendments to these Articles of Incorporation shall be proposed by the Board of Directors in the form of a resolution, which must be adopted by a vote of two-thirds (2/3) of all members present at any meeting of the membership called for that purpose; a quorum at said meeting shall consist of one-third (1/3) of the Corporation's members. Notwithstanding anything herein to the contrary, amendments to these Articles of Incorporation which are advisable to obtain or maintain the Corporation's tax-exempt status or its affiliation with RI may nevertheless be adopted at a meeting of the Board of Directors by a unanimous vote of the directors then in office.

ARTICLE XI

INCORPORATORS

The name and address of the incorporators are as follows:

J. CHRISTIAN HEADLEY, II
P.O. BOX 189
3353 EAST LAKESHORE DRIVE
TALLAHASSEE, FL 32302

ARTICLE XII

INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT
OF CORPORATION

The initial principal office, name and address of the initial registered agent if the Corporation shall be:

Principal Office: 7751 Evening Star Lane,
Tallahassee Florida.

Mailing Address: P.O. Box 4068
Tallahassee, Florida 32315.

Registered Agent: JAMES R. BREWSTER, Attorney
Suite 203, The Walker Building
547 North Monroe Street
Tallahassee, Fl 32301

ARTICLE XIII

ADMINISTRATION

The Corporation is organized under a nonstock basis. The annual meeting shall be held at such time and place as set forth in the Bylaws. Cumulative voting for any and all purposes is expressly prohibited.

IN WITNESS WHEREOF, the undersigned, does hereby make, subscribe, acknowledge and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true and that we have executed these Articles of Incorporation for the purpose of creating a corporation, not for profit, under the laws of the State of Florida.

DATED this 27th day of June, 1995.

INCORPORATOR

J. CHRISTIAN HEADLEY, II

STATE OF FLORIDA
COUNTY OF LEON

Before me, the undersigned authority duly authorized to take acknowledgements and administer oaths, personally appeared J. CHRISTIAN HEADLEY, II, Florida Driver's License Number H 340-423-47-221-0 who, after being by me duly cautioned and sworn, upon his oath, acknowledge to me that they are the persons described in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal on this the 27th day of June, 1995.

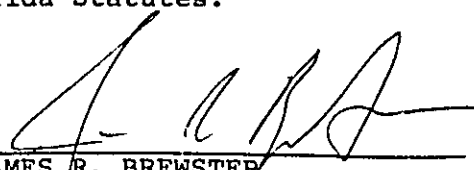
Mary Jo Rentz
Notary Public

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in the certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.


JAMES R. BREWSTER
Suite 203, The Walker Building
547 North Monroe Street
Tallahassee, Fl 32301

Date: June 27, 1995

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