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DIANE BACCUS HORSLEY, P.A.  
FILED

Suite C, 25 W. New Haven Ave.  
Melbourne, Florida 32901

Attorney-at-Law \*

96 AUG -8 11 10:37 AM  
(407) 727-9888  
(407) 723-5926

FILED  
TALLAH

August 2, 1996

Secretary of State of Florida  
Corporate Records  
P.O. Box 6327  
Tallahassee, FL 32314

Re: *Articles of Incorporation*  
*Kiwanis Club Of the South Brevard Beaches, Florida, Inc.,*  
*a Florida Not for Profit Corporation*

Dear Sir or Madam:

Enclosed is the original and two copies of the Articles of Incorporation for the above-captioned corporation. A check in the amount of \$70.00 for filing fee is also enclosed.

Thank you for your assistance in this matter.

Very truly yours,

*Diane Baccus Horsley*  
Diane Baccus Horsley

DBH:ldm  
Enclosures

*Diane Baccus Horsley* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT effective date  
DATE 8-14-96  
DOC. EXAM 186

*186*  
*8-14-96*

ARTICLES OF INCORPORATION  
OF  
KIWANIS CLUB OF SOUTH BREVARD BEACHES, FLORIDA, INC.  
a Florida Not for Profit Corporation

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CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

The undersigned, desiring to form a corporation not for profit, pursuant to Chapter 617, Florida Statutes, hereby certifies as follows:

ARTICLE I

Corporate Name

The name of the corporation shall be the KIWANIS CLUB OF SOUTH BREVARD BEACHES, FLORIDA, INC. 455 Genessee Avenue, Indialantic, Fl. 32903

ARTICLE II

Corporate Purpose

This is a not for profit corporation, organized solely for benevolent and civic purposes pursuant to Section 617.0301, Fla. Stat.

ARTICLE III

Duration

The corporation shall exist perpetually, commencing upon the ~~dating~~ filing of these Articles of Incorporation, unless dissolved under the provisions of these Articles, the bylaws of the corporation or Florida Statutes.

ARTICLE IV

Corporate Purposes

The specific and primary purposes for which the corporation is formed are:

- (a) To give primacy to the human and spiritual, rather than to the material values of life;
- (b) To encourage the daily living of the Golden Rule in all human relationships;

(c) To promote the adoption and application of higher social, business, and professional standards;

(d) To develop, by precept and example, a more intelligent, aggressive, and serviceable citizenship;

(e) To provide, through this club, a practical means to form enduring friendships, to render altruistic service, and to build a better community.

(f) To cooperate in creating and maintaining that sound public opinion and high idealism which make possible the increase of righteousness, justice, patriotism, and goodwill;

(g) To operate in such a manner as will qualify the corporation as an exempt organization under Section 501(c)(4) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax law.

## ARTICLE V

### Incorporator

The name and address of the Incorporators of the corporation are as follows:

Diane Baccus Horsley  
P.O. Box 33572  
Indialantic, FL 32903

Nedra Maxwell  
80 Miami Avenue  
Indialantic, FL 32903

Margaret Marcotte  
455 Genessee Avenue  
Indialantic, FL 32903

## ARTICLE VI

### Management of Corporate Affairs

(a) The affairs of the corporation shall be managed by a Board of Directors. The method of election of directors shall be as determined by the bylaws of the corporation.

(b) The Board of Directors shall have all the authority vested in it by Chapters 607 and 617, Fla. Stat., as amended from time to time.

(c) The corporation shall hold and manage all property received and accepted by it to be administered hereunder, and shall pay over, transfer, distribute, administer or otherwise deal

with the principal and income thereof, in such manner or manners, and at such time or times, as in the judgment of the Board of Directors shall be suited to carrying out the purposes of the corporation. The Board of Directors shall oversee the acquisition, purchase, gift, rental or otherwise, and the management, care, sale or lease, or other disposition of, real property and interest in real property, including buildings and other improvements thereon, the construction, reconstruction, repair, and/or alteration of such buildings and other improvements, the acquisition by purchase, gift, rental or otherwise, and the preparation, sale, disposition, or lease of equipment, supplies, and other personal property, and interest in personal property, of whatsoever name or nature, and the retention of the services (whether directly or through contract or other arrangement with others), or employment of professional personnel, managers, administrators, assistants, secretaries and other persons, agents, servants and employees, provided always, however, that no part of the property held by the corporation or earnings thereon shall inure or be payable to or for the benefit of any private individual.

#### ARTICLE VII

##### Board of Directors

The corporation shall have a Board of the Directors which consists of the officers and at least five (5) other members. Each director shall serve for the terms specified in the bylaws. Directors shall be elected by members as provided in the bylaws. The qualifications of the directors shall be specified in the bylaws. Vacancies on the Board of Directors shall be filled in the manner specified in the bylaws.

#### ARTICLE VIII

##### Initial Board of Directors

The names and addresses of the initial Board of Directors are as follows:

##### Name

*Diane Baccus Horsley,  
President*

##### Address

*P.O. Box 33572  
Indianapolis, IN 46203*

<i>Maria Windom,</i> <i>Vice President</i>	<i>1090 Highway A1A</i> <i>Satellite Beach, FL 32937</i>
<i>Nedra Maxwell,</i> <i>Secretary</i>	<i>80 Miami Avenue</i> <i>Indialantic, FL 32903</i>
<i>Margaret Marcotte,</i> <i>Treasurer</i>	<i>455 Genessee Avenue</i> <i>Indialantic, FL 32903</i>
Vincent Benevente	427 Oakland Avenue Indialantic, FL 32903
Tom Boyle	240 Hedgecock Court Satellite Beach, FL 32937
Carol Boyle	240 Hedgecock Court Satellite Beach, FL 32937
Anthony Brimo	1423 S. Patrick Drive Satellite Beach, FL 32937
Ann Cornett	1301 S. Patrick Drive Satellite Beach, FL 32937
Pat Friedmann	471 Rio Lane Indialantic, FL 32903
Mary June Joseph	1811 S. Patrick Drive Indian Harbor Beach, FL 32937
Karen Knox	1060 N. Highway A1A Indialantic, FL 32903
John Kovach	348 South Point Circle Satellite Beach, FL 32937
Tom Reim	3061 Rio Palma North Indialantic, FL 32903

The initial Board of Directors shall serve until the organizational meeting of the corporation; thereupon, the members shall elect a Board of Directors.

## ARTICLE IX

### Corporate Officers

The members shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers and agents as the bylaws of the corporation may authorize the directors to elect from time to time.

## ARTICLE X

### Members

The qualifications of members shall be specified in the bylaws. Voting privileges of the members shall be specified in the bylaws. All persons who were members of the unincorporated Kiwanis Club of South Brevard Beaches, Florida, Inc. on the date of filing of these articles shall automatically become members of this corporation.

## ARTICLE XI

### Distribution of Assets

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all of the assets of the corporation to another organization or organizations which are organized and operated for the same purposes for which this corporation is organized and operated or to such organization or organizations organized and operated as an exempt organization or organizations qualifying under Section 501(c)(3) or 501(c)(4) of the Internal Revenue Code of 1986 or any corresponding provision of any subsequent Internal Revenue law, as the Board of Directors shall determine. Any assets not disposed of in accordance with the foregoing sentence shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for the same purposes for which this corporation is organized.

## ARTICLE XII

### Bylaws

Bylaws of the corporation may be made, altered, rescinded, revoked, or restated by as provided in the bylaws.

## ARTICLE XIII

### Amendment of Articles

Amendment to these Articles of Incorporation shall be adopted by a vote of two-thirds (2/3) of the active, privileged, and senior members present at any meeting at which a quorum is present, provided written notice of the proposed amendment shall have been given the members at least two (2) weeks prior to the meeting. There shall be no voting by proxy.

## ARTICLE XIV

### Indemnification

The corporation shall be permitted to indemnify any officer, director or employee or any former officer, director or employee to the fullest extent permitted by law.

## ARTICLE XV

### Registered Agent; Registered Address

The registered agent and registered office of the corporation shall be Margaret Marcotte, 455 Genessee Avenue, Indialantic, FL 32903.

We, the undersigned, being the incorporators of the corporation, for purpose of forming this not for profit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 31 day of July, 1996.

Diane Baccus Horsley  
Diane Baccus Horsley, Incorporator

Nedra Maxwell  
Nedra Maxwell, Incorporator

Margaret C. Marcotte  
Margaret Marcotte, Incorporator

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR 96  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that KIWANIS CLUB OF SOUTH BREVARD BEACHES, FLORIDA, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Indialantic, County of Brevard, State of Florida, has named MARGARET MARCOTTE, located at 455 Genessee Avenue, Indialantic, Florida 32903 as its agent to accept service of process within this State

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

Margaret Marcotte  
MARGARET MARCOTTE