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N99000000393

Lake Wales  
January 15, 1999

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Lake Wales Y's Service Club, Inc.  
Articles of Incorporation

Gentlemen:

Enclosed for filing is the original and one copy of the Articles of Incorporation for the above named Florida corporation.

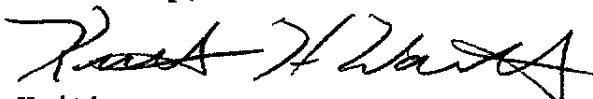
Also enclosed is this firm's check, in the amount of \$78.75, representing payment of the following fees: file Articles - \$35.00, registered agent fee - \$35.00 and certified copy fee - \$8.75.

Upon approval and filing of these articles, please furnish certified copies to the attention of:

Keith H. Wadsworth  
Peterson & Myers, P.A.  
P.O. Box 1079  
Lake Wales, FL 33853

Once these articles have been filed, please fax a copy of the certification to me at 941-676-0643. If anything further is required, please call me. Thank you for your assistance in this matter.

Sincerely,

  
Keith H. Wadsworth

/ap

SD  
1-21-99

FILED  
99 JAN 19 PM 2:28  
TALLAHASSEE, FLORIDA  
700002740007-2  
-01/20/99-01013-002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**ARTICLES OF INCORPORATION  
OF  
LAKE WALES Y'S SERVICE CLUB, INC.  
(a nonprofit corporation)**

**FILED**  
99 JAN 19 PM 2:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned natural person of legal age, who is a citizen of the State of Florida, acting as incorporator of a corporation under Chapter 617 of the Florida Statutes, do hereby adopt the following articles of incorporation for such corporation:

**ARTICLE I  
CORPORATE NAME, PRINCIPAL OFFICE AND MAILING ADDRESS**

The name of the corporation is **LAKE WALES Y'S SERVICE CLUB, INC.** The principal office and the mailing address of this corporation is 1001 Burns Avenue, Lake Wales, FL 33853.

**ARTICLE II  
CORPORATE NATURE**

This is a nonprofit corporation, organized solely for general purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

**ARTICLE III  
DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE IV  
GENERAL AND SPECIFIC PURPOSES**

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

A. For the advancement of religion, charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

B. For the advancement of the Lake Wales, Florida Y.M.C.A., and its various related charitable activities.

C. To operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

## **ARTICLE V**

### **VOTING POWER**

This corporation shall initially have two classes of members, consisting of Active members, and Associate members. Active members are those certain persons or entities which shall pay full dues and membership fees required to be considered an Active member, as determined by the Board of Directors from time to time. Associate members shall be those persons or entities which shall pay the dues and membership fees to be considered an Associate member as established by the Board of Directors from time to time. All Active members shall be entitled to one vote in all corporate matters. Associate members shall have no vote in corporate matters. Active members and Associate members may be furthermore distinguished, and the requirements for each may be furthermore set by the Bylaws of this corporation.

## **ARTICLE VI**

### **MANAGEMENT OF CORPORATE AFFAIRS**

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be seven (7), provided however, that such number may be changed by action, duly approved, by the Board of Directors, but shall never be less than three (3).

The term of office for all directors shall be one (1) year, and all directors may be reelected without limitation.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

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

Danny Gill  
4808 Roosevelt  
Lake Wales, FL 33853

Curtis Cornell  
417 Seminole Avenue  
Lake Wales, FL 33853

Keith H. Wadsworth  
130 East Central Avenue  
Lake Wales, FL 33853

Linda Gordon  
1416 Covington Ct.  
Lake Wales, FL 33853

Michelle Hurst  
335 Alt 27 South  
Babson Park, FL 33827

Pat Brewer  
220 Grant Street  
Lake Wales, FL 33853

E. Blake Paul  
500 E. Johnson Avenue  
Lake Wales, FL 33853

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the Bylaws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

President	-	Danny Gill
Vice President	-	Curtis Cornell
Secretary	-	Linda Gordon
Treasurer	-	Keith H. Wadsworth

## **ARTICLE VII**

### **EARNINGS AND ACTIVITIES OF CORPORATION**

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 Article IV 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

C. 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

**ARTICLE VIII**  
**DISTRIBUTION OF ASSETS**

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE IX**  
**SUBSCRIBERS**

The name and residence address of the subscriber of this corporation is as follow:

Keith H. Wadsworth  
130 East Central Avenue  
Lake Wales, FL 33853

**ARTICLE X**  
**AMENDMENT OF BYLAWS**

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members or directors of the corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the Bylaws.

**ARTICLE XI**  
**DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to religious, educational, charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

**ARTICLE XII**  
**REGISTERED AGENT AND OFFICE**

The address of the corporation's registered office shall be 130 East Central Avenue, Lake Wales, FL 33853 and the name of its registered agent at said address shall be Keith H. Wadsworth.

**ARTICLE XIII**  
**AMENDMENT OF ARTICLES**

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the Bylaws of this corporation.

We, the undersigned, being the Incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 9<sup>th</sup> day of December 1998.

Signed, sealed and delivered  
in the presence of:

Andrea L. Porreca  
Print Name: Andrea L. Porreca

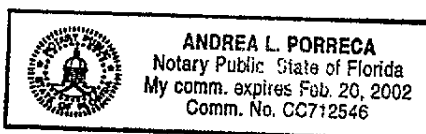
Keith H. Wadsworth  
**KEITH H. WADSWORTH**  
as incorporator

Barbara Bradley  
Print Name: Barbara Bradley

**STATE OF FLORIDA**

**COUNTY OF POLK**

The foregoing Articles of Incorporation was acknowledged before me this 9<sup>th</sup> day of December 1998, by **KEITH H. WADSWORTH**, who is personally known to me or who has produced a drivers license as identification.



Andrea L. Porreca  
Notary Name: Andrea L. Porreca  
State of Florida  
My Commission Expires: 2/20/02

## ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above named corporation, at the place designated, 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 state that I am familiar with, and accept, the obligations of my position as registered agent.

Dated: December 9, 1998

  
KEITH H. WADSWORTH

**FILED**  
99 JAN 19 PM 2:28  
CLERK OF STATE  
TALLAHASSEE, FLORIDA