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MELBOURNE • ORMOND BEACH

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April 30, 1999

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

900002861289-4
-05/04/99-01014-003
*****70.00 *****70.00

Re: Rotary Club of Melbourne Beach, Inc. - Articles of Incorporation
A Florida Not for Profit Corporation

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of Articles of Incorporation of Rotary Club of Melbourne Beach, Inc. Please file same and return proof of filing to this office.

Also enclosed is our check in the amount of \$70.00 as filing fee. Should you have any questions regarding this filing, please contact the undersigned

Sincerely,

Victor S. Kostro

VICTOR S. KOSTRO

VSK:pip

Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY -3 PM 4:01

RECEIVED MAY -6 1999

**ARTICLES OF INCORPORATION
OF
ROTARY CLUB OF MELBOURNE BEACH, INC.**

-FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

MAY -3 PM 4:02

**(A Corporation Not for Profit Under
the Laws of the State of Florida)**

The undersigned, desiring to form a corporation not for profit, pursuant to the laws of the State of Florida, as contained in Chapter 617 of Florida Statutes, hereby certify as follows:

ARTICLE I

CORPORATE NAME

The name of this corporation shall be ROTARY CLUB OF MELBOURNE BEACH, INC., with its principal place of business located at P.O. Box 510443, Melbourne Beach, Florida 32951.

ARTICLE II

CORPORATE NATURE

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

ARTICLE III

DURATION

This corporation shall exist perpetually, unless dissolved under provisions of its constitution, Bylaws or the Florida Statutes, commencing upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE IV

GENERAL AND SPECIFIC PURPOSES

The purposes for which this corporation is organized are as follows:

(1) To operate as a corporation not for profit pursuant to Chapter 617 of the Florida Statutes.

(2) To hold, administer and operate all meetings for members of the community interested in the promulgation of charitable pursuits, to undertake to perform acts and duties incident thereto, and to perform all other acts necessary or convenient in the pursuit of such.

(3) To use and apply the whole or any part of the income and assets of the corporation to activities related to the fields of interest of the corporation, including, but not limited to, the provisions of use and application to be exclusively for charitable/educational purposes, as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, and the regulations as promulgated hereunder as they now exist or as they may hereafter be amended, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any subsequent United States revenue laws.

(4) To promote and advance knowledge of the Rotary International Foundation to the general public; educational, charitable and any other related or corresponding charitable purposes, including distribution of its funds for such purposes to organizations that qualify as exempt organizations under Sec. 501(c)(3) of the Internal Revenue Code of 1986.

ARTICLE V

INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

NAME
JOHN EDWARDS

ADDRESS
700 Wavecrest Avenue, Unit #301
Indianapolis, Florida 32903

ARTICLE VI
MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors:

(1) Powers: The powers of this corporation shall be exercised, its property controlled, and its affairs managed by the Board of Directors.

(2) Number: Upon the filing of the Articles of Incorporation the powers of the incorporator shall terminate. The number of Directors of the corporation shall be not less than three (3), provided however, that such number may be increased pursuant to the Bylaws of the Corporation.

(3) Election: The initial Board of Directors shall consist of three Directors. A Director will serve until his/her successor shall be elected and shall qualify. Directors shall be elected by a majority vote of the then existing membership on an annual basis. Any Director may resign at any time by providing the remaining Directors thirty (30) days prior written notice. Vacancies on the Board of Directors shall be filled within sixty (60) days of the event that caused the vacancy. New Directors shall be chosen to serve for a period of one year by a majority vote of the remaining Directors, unless the remaining Directors elect by majority vote to not fill said vacancy.

A Director may be removed with or without cause by the vote or agreement in writing of a majority of the entire number of Directors. "With cause" shall mean conduct which the Board of

Directors deems not to be in the best interest of the corporation and the determination of the Board of Directors as to the existence of, or sufficiency of cause, shall be final and conclusive.

(4) Term of Office: Directors elected at the first meeting of directors, and at all times thereafter, shall serve such time as provided in the Articles of Incorporation and in the Bylaws.

(5) Action Without Meeting: 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 actions 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 Bylaws of this corporation authorized the Directors to so act. Such a statement shall be prima facie evidence of such authority.

(6) Initial Members: The names and addresses of such first members of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JOHN EDWARDS	700 Wavecrest Avenue, Unit #301 Indialantic, Florida 32903
LOU PHOEBUS	365 Beverly Court Melbourne Beach, Florida 32951
MICHAEL BOEHM	161 Casseekee Trail Melbourne Beach, Florida 32951

B. Corporate Officers:

The Board of Directors shall elect the following officers: President, Secretary, Vice President and Treasurer, and such other officers and agents as the Bylaws of this corporation may authorize the Directors to elect from time to time.

ARTICLE VII

MEMBERSHIP

The qualification for membership and the manner of admission of members shall be regulated by the Bylaws of the Corporation. The number and qualifications of the members of the corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be set forth in the Bylaws.

ARTICLE VIII

AMENDMENT TO BYLAWS

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not for Profit Law of Florida, concerning corporate action that must be authorized or approved by the members 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 procedures set forth therefor in the Bylaws.

ARTICLE IX

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be adopted by the affirmative vote of two-thirds (2/3) of the members of the Board of Directors.

ARTICLE X

REGISTERED AGENT AND OFFICE

The initial registered agent and office of this corporation shall be Victor S. Kostro, 1825 Riverview Drive, Melbourne, Florida 32901.

ARTICLE XI

INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

I, the undersigned, being the incorporator of this corporation, for the purpose of forming this non-profit corporation under the laws of Florida, have executed these Articles of Incorporation, this 29th day of April, 1999.


JOHN EDWARDS

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
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 ROTARY CLUB OF MELBOURNE BEACH, INC., a Florida Non-Profit organization, 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 Melbourne Beach, County of Brevard, State of Florida, has named Victor S. Kostro, located at 1825 Riverview Drive, Melbourne, Florida 32901, as its agent to accept service of process within the 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.



VICTOR S. KOSTRO