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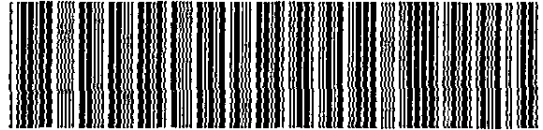
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05 MAY 24 PM 3:06
FALLS CHURCH, VA

5/26/05

LAW OFFICE OF
JOHN T. BROWN, P.A.

JOHN T. BROWN •
* also admitted in the District of Columbia

126 N.E. Eglin Parkway
Ft. Walton Beach, Florida 32548
(904) 664-2705
Fax(904) 664-7933

May 18, 2005

Department of State
Division of Corporations
Post Office Box 6327
409 E. Gaines Street
Tallahassee, Florida 32301

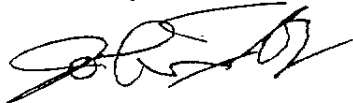
Re: Articles of Incorporation for
Kiwanis Charities, Inc.

Dear Sir/Madam:

Enclosed please find an original and two copies of the Articles of Incorporation for the above referenced corporation, together with our firm's trust account check in the amount of \$70.00 representing the filing fee.

Please return the copies of the filed Articles of Incorporation to the address noted above. Thank you for your assistance and should you have any questions concerning this matter, please do not hesitate to contact me.

Sincerely,



John T. Brown
Enclosures
forus\corp\secstate.fl

ARTICLES OF INCORPORATION
OF
KIWANIS CHARITIES, INC.

FILED
05 MAY 24 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BY THESE ARTICLES OF INCORPORATION the incorporators form a not-for-profit corporation under the Florida law.

ARTICLE I
CORPORATE NAME

The name of this corporation is Kiwanis Charities, Inc.

ARTICLE II
PURPOSES

A. The general nature of the purpose and object of the corporation shall be to provide financial support to organizations that instruct or train children, including public or private preschools, primary or secondary schools, colleges, and professional or trade schools and to fund the providing of relief to the poor and underprivileged upon such terms and conditions as may by the Board of Directors be established from time to time based upon financial needs or other criteria as may be determined by the said Directors.

B. This corporation shall be affiliated with the KIWANIS CLUB OF FORT WALTON BEACH, FLORIDA, INC., and shall coordinate its programs in accordance with the principals and purposes of the Kiwanis Club.

C. In accomplishing its objects, the corporation may solicit funds or carry on any fund raising activities which may be permitted by law in any lawful manner.

This corporation shall exist perpetually.

ARTICLE III
MEMBERS

A. All members of the Kiwanis Club of Fort Walton Beach, Florida, Inc. in good standing, shall automatically be a voting member of this corporation without further action or application on the part of such party, provided however, that any member of

the Kiwanis Club of Fort Walton Beach shall be permitted to refuse membership in this corporation for any reason whatsoever by a letter or other written notice addressed to the President or the Board of Directors of the corporation advising of his desire not to be a member. Such letter or notice of disclaimer need not state the reason for not wishing to be a member of the corporation, and such termination of membership shall be effective immediately upon delivery to the President or any of the Directors of the corporation. The official membership roll of the Kiwanis Club of Fort Walton Beach, less those members who have submitted written disclaimer of Membership as provided herein shall be considered to be the membership roll of this corporation. Each member of the corporation shall have equal voting rights.

B. The responsibilities of voting members of the corporation shall be:

1. To maintain the membership of the Corporation in proper status;
2. To adopt and amend By-Laws;
3. To nominate and elect the Board of Directors, except as provided herein;
4. To vote and, if eligible and elected, to hold office;
5. To cooperate actively in achieving the purposes of the corporation through service on committees or in other ways.

C. The method for selection of Directors of the Corporation and renewal of the terms of service is contained in the By-Laws of the Corporation.

ARTICLE IV STOCK

This corporation shall issue no stock. No part of the net earnings of this corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons except that this 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 this article. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. This corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office,

including the publishing or distribution of statements. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on 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 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. On the dissolution of this corporation the Board of Directors shall dispose of all of the assets of this corporation exclusively for the purposes of this corporation in the manner or to the organization or organizations that are organized and operated exclusively for charitable, educational, religious or scientific purposes, and that shall at the time qualify as exempt organizations under Section 501(c)(3) of the Internal Code of 1954 or the corresponding provision of any future United States internal revenue law, after paying or making provisions for the payment of all liabilities of this corporation. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction, in the county where the principal office of this corporation is then located, exclusively for the purposes or to the organizations that the court determines are organized and operated exclusively for charitable, educational, religious or scientific purposes.

ARTICLE V INITIAL DIRECTORS

The name of the initial Board of Directors of this Corporation and their street addresses are:

Name	Address
Beverly Hardy	703 Hickory Street, Dentin, Florida
Ronald Grissom	154 Homewood Drive, Ft. Walton Beach, FL
Cindy Corsentino	157 Beal Parkway, Ft. Walton Beach, FL

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified.

**ARTICLE VI
INCORPORATOR**

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

David Bechtold 49 Bay Drive, Ft. Walton Beach, Florida

**ARTICLE VII
OFFICERS**

The affairs of this corporation shall be managed by officers elected by the Board of Directors at its annual meeting. The officers shall serve until the next annual meeting of the Board of Directors, unless removed earlier in accordance with the by-laws.

The names of the officers who shall serve until the election at the organizational meeting after these articles are approved are:

President : Beverly Hardy

Vice President: Roy Petry

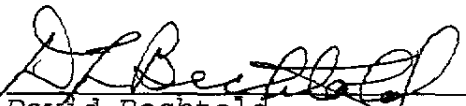
Treasurer : Karen Donaldson

Secretary : George Crews

**ARTICLE VIII
REGISTERED AGENT AND INITIAL PRINCIPAL OFFICE**

The Registered Agent is David Bechtold 49 Bay Drive, Ft. Walton Beach, Florida. This is also the street address of the Corporation's initial principal and registered office and mailing address of the Corporation.

IN WITNESS WHEREOF, the undersigned subscriber does hereby execute these Articles of Incorporation on the 18th day of May, 2005.



David Bechtold,
Incorporator

STATE OF FLORIDA
COUNTY OF OKALOOSA

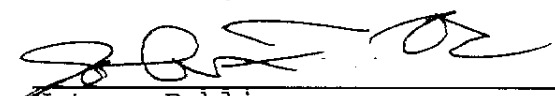
I HEREBY CERTIFY that on this 18th day of May, 2005, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared David Bechtold, who is personally known to me or who have produced the identification identified below, who is the person described in and who executed the foregoing instrument, and who after being duly sworn says that the execution hereof is her free act and deed for the uses and purposes herein mentioned.

SWORN TO AND SUBSCRIBED before me on the day and year last aforesaid.

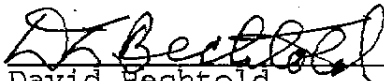
X To me personally known

Identified by Driver's License Number _____
issued by the State of _____.

JOHN T BROWN
Notary Public, State of Florida
My comm. exp. Sept. 9, 2008
Comm. No. DD 320306


Notary Public
Typed Name: _____
My Commission Expires: _____
Commission No.: _____

I, David Bechtold, am hereby familiar with and accept the duties and responsibilities as Registered Agent for Kiwanis Charities, Inc..


David Bechtold
Registered Agent

G:\KIWANIS\CHARITY\AOI.

FILED
05 MAY 24 PM 3:04
TALLAHASSEE, FLORIDA