

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation, as amended to date, of CAPITAL CITY KIWANIS CLUB FOUNDATION, INC., a corporation organized under the laws of the State of Florida, as shown by the records of this office.

The document number of this corporation is N42746.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Thirtieth day of March, 2012



CR2EO22 (1-11)

Ken Detzner

Ken Detzner
Secretary of State

ARTICLES OF INCORPORATION
OF
CAPITAL CITY KIWANIS CLUB FOUNDATION, INC.

FILED
91 MAR 29 AM 11:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned hereby associate themselves for the purpose of forming a corporation not for profit under and pursuant to Chapter 617, Florida Statutes, and do hereby state as follows:

ARTICLE I

NAME

The name of this corporation shall be the Capital City Kiwanis Club Foundation, Inc. ("Foundation").

ARTICLE II

PURPOSES

The Foundation is formed for the following purposes:

To assist needy persons, particularly young people; to assist worthy youth in attaining vocational excellence, and to aid handicapped or disadvantaged persons in regaining happy, useful lives through the expending of funds directly for such purposes or by the furnishing of funds to other organizations organized for charitable, scientific research, or educational purposes, or the prevention of cruelty to children, all within the purview of Section 501(c)(3) or the 1954 Code of Federal Regulations thereunder.

This corporation does not contemplate the distribution of gains, profits or dividends to the Members thereof, and is organized for non-profit purposes; no part of any net earnings or

assets thereof shall inure to the benefit of any Member or any individual.

The Foundation shall have all of the common law and statutory powers provided under the laws of the State of Florida, and those powers provided by the Declaration, these Articles and the By-Laws of the Foundation.

ARTICLE III

EXISTENCE

The Foundation shall have perpetual existence.

In the event of the dissolution or winding up of this corporation, after paying or adequately providing for the debts or obligations of this corporation, the directors, or persons in charge of liquidation, shall grant, convey, assign and transfer the remaining assets unto:

(1) A state, a territory, a possession of the United States, or any political subdivision of any of the foregoing; or to the United States or the District of Columbia, to be used exclusively for public purposes.

(2) A corporation, trust, or community chest, fund or foundation:

(a) Created or organized in the United States or in any possession thereof, or under the law of the United States, any state or territory, the District of Columbia, or any possession of the United States;

(b) Organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals;

(c) No part of the net earnings of which inures to the benefit of any private shareholder or individual; and

(d) No substantial part of the activities or which is carrying on propaganda, or otherwise attempting to influence legislation.

The assets transferred to any organization listed above shall be used within the United States, or any of its possessions, exclusively for the purposes specified in subparagraph (b).

No such organization listed above shall qualify for distribution unless such organization shall be an organization, association, fund, or foundation organized and operated exclusively for charitable, religious, scientific or educational purposes which is a tax-exempt, non-profit foundation under the United States Internal Revenue Code, and which is recognized as such by the United States Bureau of Internal Revenue.

If the Foundation holds any assets in trust at the time of dissolution thereof, such assets shall be disposed of in such manner as may be directed by decree of the Circuit Court of Leon County, Florida, upon petition therefor by the Attorney General, or any person concerned with the liquidation.

ARTICLE IV

MEMBERS

The membership shall consist of all the active, privileged and senior Members in good standing of the Capital City Kiwanis Club Foundation.

ARTICLE V

SUBSCRIBERS

The names and street addresses of the subscribers to these Articles are as follows:

Robert Henderson President
3208 Triton Circle
Tallahassee, FL 3231.

Susan M. Babcock President Elect
810 Devon
Tallahassee, FL 32308

Everett Anderson Vice-President
220-3 John Knox Road
Tallahassee, FL 32303

ARTICLE VI

DIRECTORS

The affairs and property of the Foundation shall be managed and governed by its Board of Directors, which shall consist initially of the above subscribers.

ARTICLE VII

REGISTERED AGENT

The Registered Agent shall be Everett P. Anderson, Attorney at Law, whose address is 220-3 John Knox Road, Tallahassee, Florida 32303

ARTICLE VIII

OFFICERS

The officers of the Foundation shall be the then current officers of the Capital City Kiwanis Club Foundation. The following persons shall constitute the initial officers of the Foundation:

- Robert Henderson President
- Susan M Babcock President Elect
- Everett Anderson Vice-President
- Mabel Shaw Secretary
- John Ebel Treasurer

ARTICLE IX

BYLAWS

The bylaws of this Foundation shall be adopted by the Board of Directors. The bylaws may be altered or rescinded by a majority vote of those Members present at any regular meeting; or at any special meeting called for that purpose, as described in the bylaws.

ARTICLE X

AMENDMENTS

A. Proposals for amendments to these Articles of Incorporation may be made by a majority of the Board of Directors or a majority of the Members. Such proposals shall be in writing and shall be delivered to the President who shall thereupon call a special meeting of the Members not less than forty-five (45) days

nor more than sixty (60) days following his receipt of the proposed amendment. Notice of such special meeting shall be given and posted in the manner provided in the By-Laws. An affirmative vote of three-fourths (3/4) of the Members present at a duly called and held meeting of the Foundation shall be required for approval of the proposed amendment.

B. Any Member may waive any or all of the requirements of this Article as to the submission of proposed amendments to these Articles to the Present or notice of special meetings to vote thereon, either before, at, or after a membership meeting at which a vote is taken to amend these Articles.

ARTICLE XI

INDEMNIFICATION

Every Director and Officer of the Foundation shall be indemnified by the Foundation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him, in connection with any proceeding or any settlement thereof, to which he may be a party, or in which he may become involved by reason of his being or having been a Director or Officer of the Foundation, whether or not he is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that all settlements must be approved by the Board of Directors as being in the best interest of the Foundation. The foregoing right of

indemnification shall be in addition to and not exclusive of all other rights to which such Directors or Officer may be entitled.

ARTICLE XII

ADDRESS

The principal address of the Foundation shall be 220-3 John Knox Road, Tallahassee, Florida 32303 (located within the County of Leon, State of Florida), or at such other place as may be subsequently designated by the Board of Directors.

IN WITNESS WHEREOF, we have hereunto set out hands and seals at Tallahassee, Leon County, Florida, this 20th day of December, 1990.

SIGNED, SEALED AND DELIVERED
IN THE PRESENCE OF:

Thomas Duggan
Howard P. Eisenman

Robert K. Henderson
ROBERT HENDERSON,
President

Howard Eisenman
John M. [unclear]

Susan Babcock
SUSAN BABCOCK,
President-Elect

Everett P. Anderson
Robert P. [unclear]

Everett P. Anderson
EVERETT P. ANDERSON,
Vice-President

STATE OF FLORIDA,
COUNTY OF LEON.

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Robert Henderson, Susan Babcock, and Everett P. Anderson, to me known to be the persons described in and who executed the foregoing Articles of Incorporation and said individuals acknowledged before me that execution of this instrument was for the uses and purposes herein expressed.

WITNESS my hand and official seal in the State and County
named above this 20th day of December, 1990.

W. A. Bennett

NOTARY PUBLIC
My Commission Expires:
Notary Public, State of Florida
Commission Expires Aug. 30, 1991
Notary Public - Insurance Fee

CAPITAL CITY KIWANIS FOUNDATION, INC.

FILED

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR ~~607.325~~ **AM 11:08**
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED. SEEF... STATE
TALLAHASSEE, FLORIDA

Pursuant to §607.325, Florida Statutes (1989), the following is submitted, in compliance with said Act:

That Capital City Kiwanis Foundation, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Tallahassee, County of Leon, State of Florida, has named Everett P. Anderson, Attorney at Law, 220-3 John Knox Road, Tallahassee, County of Leon, State of Florida, as its Resident Agent to accept service of process within this state.

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

By: Everett P. Anderson
EVERETT P. ANDERSON
Resident Agent

AMENDMENT ONE TO
ARTICLES OF INCORPORATION
OF

CAPITAL CITY KIWANIS CLUB FOUNDATION, INC.

FILED
1992 JUN 17 PM 4:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned officers, pursuant to a meeting duly noticed in accordance with Article X of these Articles of Incorporation, hereby amend these Articles (filed with the Secretary of State on March 29, 1991) by adding thereto the following articles:

* * *

Article XIII

PROHIBITION AGAINST NON-CHARITABLE ACTIVITIES

Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE XIV

DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be

disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Except as modified hereby, the original Articles of Incorporation filed March 29, 1991 shall remain in full force and effect.

IN WITNESS WHEREOF, we have hereunto set our hands and seals at Tallahassee, Leon County, Florida, this 15th day of June, 1992.

SIGNED, SEALED AND DELIVERED
IN THE PRESENCE OF:

Don Wills

Robert Henderson
Susan Babcock

Everett P. Anderson
Everett P. Anderson

Robert Henderson
ROBERT HENDERSON,
President

Susan Babcock
SUSAN BABCOCK
President-Elect

Everett P. Anderson
EVERETT P. ANDERSON,
Vice-President

STATE OF FLORIDA
COUNTY OF LEON.

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared Robert Henderson, Susan Babcock, and Everett P. Anderson, to me personally known to be the persons described in and who executed the foregoing Articles of Incorporation and said individuals acknowledged before me that execution of this instrument was for the uses and purposes herein expressed.

WITNESS my hand and official seal in the State and County
named above this 15th day of June, 1992.



NOTARY PUBLIC

NELL N. POWERS

My Commission Expires:

Notary Public, State of Florida

My Commission Expires Aug. 30, 1995

Printed Via Dry Film - Insurance Inc.

**ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of**

CAPITAL CITY KIWANIS CLUB FOUNDATION, INC.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: Amendments adopted:

Articles XIII and XIV, attached hereto

SECOND: The date of adoption of the amendments was June 15, 1992.

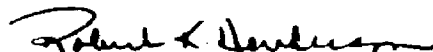
THIRD: Adoption of Amendment

The Amendments were adopted by the members (consisting at present of the three officers whose names are affixed to the Amendments) and the number of votes cast for the amendments was sufficient for approval.

Dated at Tallahassee, Leon County, Florida, June 17, 1992.

CAPITAL CITY KIWANIS CLUB FOUNDATION, INC.

By:



**ROBERT K. HENDERSON
President**

