

Articles of Incorporation
of
Sarasota Rotary Foundation, Incorporated
Transcribed October 11, 2013 by Jim Henry
Certified Copy on file at Secretary David Bowman's Office

We, the undersigned, ROBERT B. COLLINS, EARL J. CRAGG, TAYLOR GREEN, W. WOODROW JONES, WARREN P. KEMP, GLENN M. PRATT, WILLIAM E. ROBERTSON, JOHN, W. SCHAUB, JR., EDW. A. ST. PHILLIP, AND KENNETH A. TUTIN, each being a resident of the County of Sarasota, State of Florida, do hereby associate ourselves together for the purpose of forming a corporation not for profit, as provided under Chapter 617 Florida Statutes.

I

The name of this Corporation shall be SARASOTA ROTARY FOUNDATION INCORPORATED, and its address and place of business shall be 412 Palmer First National Bank Building, Sarasota, Florida.

II

The purpose or purposes for which the corporation is organized are:

(a) To receive and acquire funds and all other kinds of property, both real and personal, by gift, donation, bequest, devise, purchase, lease, or any other manner, either absolutely, or in trust; and to sell, convey, and dispose of any such property, and to invest and reinvest the proceeds thereof, without limitation except such limitations if any, as may be contained in the instrument under which such property is received.

(b) To conduct any sort of entertainment or perform any other legal acts, for the purpose of raising funds for the purposes herein provided for.

This paragraph's amendment was certified by the Secretary of State of the State of Florida on September, 29, 1964, to read as follows:

This corporation shall be authorized to exercise the powers permitted non-profit corporations under Chapter 617 of the Florida Statutes; provided, however, that this corporation, in exercising any one or more of such powers, shall do so in furtherance of the exempt purposes for which it has been organized, as described in Section 501(c)(3) of Internal Revenue Code of 1954.

(c) To act as Trustee of property, whenever the corporation has either a beneficial contingent or remainder interest in said property.

(d) To create trusts, or foundations, with any other individual, corporation, or association, when such individual corporation or association is duly qualified to act, and when the purposes or foundation so created, shall be exclusively for one or more of the

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purposes of this corporation, and when such trust or foundations is so created for such purposes, then this corporation shall have the right to make gifts, donations, contributions, or otherwise transfer property of this corporation to such trust or foundation.

(e) To make gifts, loans, donations, contributions, or otherwise transfer property of this corporation to any other corporation, foundation, or trust, which is organized, and operated exclusively for one or more of the purposes of this corporation.

(f) To borrow money and mortgage the assets of the corporation when it is for the purposes and objects herein provided for.

(g) The powers herein granted shall not be construed as a limitation of powers, but this corporation shall have such other powers as may be given to corporations not for profit under the laws of the State of Florida, under which this corporation is organized.

III

Notwithstanding any other provisions hereinabove or hereinafter contained, this corporation shall hold and administer all of its assets exclusively for religious, charitable, scientific, literary, or educational purposes, and no part of the net earnings or other assets of this corporation shall inure to the benefit of any member of this corporation, and no substantial part of the activities of this corporation shall be that of carrying on propaganda or otherwise attempting to influence legislation, and shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office; but this corporation shall have the right to make contributions or gifts to any other corporation, trust, fund, or foundation, which has been organized and operating exclusively for one or more of the purposes for which this corporation is organized and its property administered.

This article's amendment was certified by the Secretary of State of the State of Florida on September, 29, 1964, to read as follows:

Notwithstanding any other provisions hereinabove or hereinafter contained, this corporation shall hold and administer all of its assets exclusively for charitable purposes, and no part of the net earnings or other assets of this corporation shall inure to the benefit of any member of this corporation, and no substantial part of the activities of this corporation shall be that of carrying on propaganda or otherwise attempting to influence legislation, and shall not participate in, or

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intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office; but this corporation shall have the right to make contributions or gifts to any other corporation, trust, fund, or foundation, which has been organized and operating exclusively for which this corporation is organized and its property administered.

IV

Any person who is now or may be hereafter become a member in good standing of the ROTARY CLUB OF SARASOTA, Sarasota, Florida, may become a member of this corporation when his application for membership herein has been approved by the Board of Directors of this Corporation, as may be provided in the by-laws of this Corporation. If his membership is approved he shall continue to be a member of this Corporation until he shall cease to become a member in good standing of the ROTARY CLUB OF SARASOTA, Sarasota, Florida, or until his membership may be otherwise terminated by himself or the Board of Directors, as may be provided under the by-laws of this Corporation.

V

This Corporation shall have perpetual existence or until the same has been dissolved according to law; and if and when this Corporation shall be dissolved, all of the assets of the Corporation shall be distributed to and paid out exclusively for the purposes herein set forth, and for no other purpose.

This article's amendment was certified by the Secretary of State of the State of Florida on September, 29, 1964, to read as follows:

This Corporation shall have perpetual existence or until the same has been dissolved according to law; and if and when this Corporation shall be dissolved according to law; and upon dissolution of this organization all assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or to the Federal Government, or to the State or local government, for a public purpose, and none of the assets will be distributed to any member, officer, or trustee of this organization.

VI

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No incorporator or member shall have any vested right, interest or privilege of, in or to the assets, functions, affairs, or franchises of a corporation, or any right, interest or privileges which may be transferable or inheritable, or which shall continue if his membership ceases, or while he is not in good standing.

VII

The names and residences of the subscribers are as follows:

ROBERT. B. COLLINS, 3615 Tangier Terrace, Sarasota, Florida

EARL J. CRAGG, 2215 Clematis, Sarasota, Florida

TAYLOR GREEN, 1549 Gulfview Drive, Sarasota, Florida

W. WOODROW JONES, 527 Freeling Drive, Sarasota, Florida

WARREN P. KEMP, 6304 Glencoe Avenue, Sarasota, Florida

GLENN M. PRATT, 1828 Pandora, Sarasota, Florida

WILLIAM E. ROBERTSON, 1621 South Drive, Sarasota, Florida

JOHN W. SCHAUB, JR whose residence is Manatee County, but whose address is 8004 Manatee, Sarasota, Florida

EDW. A. ST. PHILLIP, 5800 Midnight Pass Road, Siesta Key, Sarasota, Florida

KENNETH A. TUTIN, 2620 Bougainvillea, Sarasota, Florida

VIII

The affairs of this Corporation are to be managed by a President, Vice President, Secretary, Treasurer, and a Board of not less than three (3) nor not more than nine (9) Directors, which Officers and Directors are to be elected and held office, as may be provided from time to time by the by-laws of this corporation.

IX

The following persons are hereby designated as the respective Officers of said Corporation, to serve until the first election of Officers is held under these Articles of Incorporation, to-wit:

WARREN P. KEMP, President, whose residence it 6304 Glencoe Avenue,
Sarasota, Florida

JOHN W. SCHAUB, JR whose residence is Manatee County, but whose address is 8004 Manatee, Sarasota, Florida

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KENNETH A. TUTIN, Secretary, whose residence is 2620 Bougainvillea,
Sarasota, Florida

W. WOODROW JONES, Treasurer, whose residence is 527 Freeling Drive,
Sarasota, Florida.

X

The Office of the Secretary and Treasurer may be combined and be held by one person.

XI

The following is the number of persons constituting the first Board of Directors, which shall be nine (9) and the names and addresses of the persons who are to serve as Directors until the first election thereof, are:

ROBERT. B. COLLINS, 3615 Tangier Terrace, Sarasota, Florida

TAYLOR GREEN, 1549 Gulfview Drive, Sarasota, Florida

W. WOODROW JONES, 527 Freeling Drive, Sarasota, Florida

WARREN P. KEMP, 6304 Glencoe Avenue, Sarasota, Florida

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KENNETH A. TUTIN, 2620 Bougainvillea, Sarasota, Florida

XII

The privilege, right, and authority is hereby granted the members and directors of this Corporation, to vote either in person or by proxy, at any general or directors meetings.

XIII

The by-laws of this Corporation are to be made, altered or rescinded, by the Board of Directors of this Corporation.

XIV

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Amendments to these Articles of Incorporation may be proposed and adopted as follows:

- (a) An Amendment may be proposed by the Board of Directors of this Corporation, or, by members constituting at least twenty-five (25%) percent of the members of the Corporation at the time of such proposal; and,
- (b) When such Amendment has been so proposed, the same may be adopted at any general meeting of the members, or at any special meeting of the members called for that purpose, but not until a written notice, setting forth at least the general terms of such proposed Amendment, has been mailed to each member at his last known address, at least ten (10) days before such meeting; and,
- (c) If and when such Amendment has been so proposed and adopted, it shall be filed with the Secretary of State, of the State of Florida, for his approval.

XV

No by-laws may be made, altered, or rescinded, and no Amendments to these Articles of Incorporation may be made which will change the purposes for which the assets of this Corporation are to be applied, and these provisions of this Article may not be repealed or amended.

In WITNESS THEREOF, the subscribers to these Articles of Incorporation have hereunder set their hands and seals as of this the 20th day of June, A.D. 1961.

(Transcriber's Note: The following signed these Articles of Incorporation and C.L. McKaig, an attorney and member of the Rotary Club of Sarasota, witnessed the signatures as a commissioned Notary Public.)

ROBERT. B. COLLINS, 3615 Tangier Terrace, Sarasota, Florida

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