

ARTICLES OF INCORPORATION

KIWANIS CLUB OF SEMINOLE BREAKFAST FOUNDATION

FIRST: That the name of said corporation shall be **Kiwanis Club of Seminole Breakfast Foundation.**

SECOND: The street address of the initial principal office of this corporation shall be established from time to time by the board of directors. The principal office of the corporation for the transaction of business is to be located within the County of Pinellas, State of Florida. The current registered agent and mailing addresses of this corporation is Lee Walters, 6560 Golden Horseshoe Dr. Seminole, FL 33777 respectively.

THIRD: The Corporation shall have perpetual existence.

FOURTH: The purpose for which said corporation is formed are to assist needy persons, particularly young people; to assist worthy youth in attaining vocational excellence, and to aid handicapped persons in regaining happy, useful lives through the expending of funds directly for such purposes or by furnishing of funds to other organizations organized for charitable, scientific research, of educational purposes, or the prevention of cruelty to children, all within the purview of Section 501 (c) (3) of the Internal Revenue Code and the Regulations there under.

FIFTH: The Corporation is organized pursuant to the General Non-Profit Corporation Law of the State of Florida.

SIXTH: The number of directors of this corporation shall be five (5).

SEVENTH: the names and address of those chosen to serve as directors until the election and qualification of their successors are:

Dave Green	11020 128th Av N	Largo, FL	33778
Charlene Jasmin	11010 Iroquois Way	Largo, FL	33774
Vicki Sullivan	5200 28th St N #189	St. Petersburg, FL	33714
Bob Root	12299 90th Av N	Seminole, FL	33772
Lee Walters	6560 Golden Horseshoe Dr.	Seminole, FL	33777

EIGHTH: The authorized number and qualifications of members of the corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability to dues or assessments and the method of collection thereof, shall be set forth in the bylaws.

NINTH: 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 earnings or assets thereof shall inure to the benefit of any members or any other individual.

TENTH: In the event of dissolution of this corporation, after paying or adequately providing for debts or obligations of this corporation, the directors, or persons in charge of liquidation, shall grant, convey, assign and transfer the remaining assets of this corporation 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 of the 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 of 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, exclusive 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 purposed which is tax exempt, non-profit corporation under the United States Bureau of Internal Revenue.

If the corporation holds any assets in trust at the time of dissolution thereof, such assets shall be disposed of in such a manner as may be directed by decree of the Superior Court in the county in which the dissolved corporation had its principal office, upon petition therefore by the Attorney General, or person concerned in the liquidation.

ELEVENTH: (a) the corporation and its members will at all times abide and be governed and controlled by the Bylaws and Policies of Kiwanis International now and in force or thereafter from time to time adopted, insofar as any provision of such Bylaws may be applicable; (b) the corporation will comply with all such conditions and requirements as Kiwanis International may prescribe; (c) whenever requested by the Board of Trustees of Kiwanis International, the corporation shall dissolve or change its form of organization, as may from time to time be requested by said Board; and (d) no amendments to the Articles of Incorporation or corporate bylaws or change in the purpose of the corporation shall be made without the consent of Kiwanis International.

TWELTH:

SECTION 1 Indemnification for Legal Proceedings: The Corporation shall indemnify any person who was or is a party to a pending or a completed legal proceeding, whether civil criminal or administrative as follows:

(A) By reason that such person is or was a director, officer, employee or agent of the Corporation against expenses (including attorney fees) judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such legal proceeding; provided such person acted in good faith and in a manner reasonably believed to be in the best interests of the Corporation. With respect to any criminal legal proceedings, that such person had no reasonable cause to believe this conduct was unlawful.

(B) No indemnification shall be made if such person shall have been adjudged to be liable for negligence or misconduct in the performance of duty to the Corporation.

(C) To the extent that a director, officer, employee or agent of the Corporation has been successful in the merits in defense of any legal proceeding referred to in subsections (a) and (b), or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorney fees) actually and reasonably incurred by such person in connection with such defense.

(D) Any indemnification in this article shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth above. Such determination shall be made by a majority vote of a quorum constituting the directors who were not parties to such legal proceedings; or if such a quorum cannot be had, a quorum of disinterested directors so directed by independent legal counsel in a written opinion.

(E) Expenses (including attorney's fees) incurred in defending legal proceedings may be paid by the Corporation in advance of the final disposition of such legal proceedings upon receipt of an undertaking by or on behalf of the director, officer, employee or agent, to repay such amount unless it shall be ultimately determined that such person is entitled to be indemnified as authorized herein.

SECTION 2 Other Indemnification: The indemnification provided by this article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of the members or disinterested directors, or otherwise, both as to actions in his/her official capacity and as to actions in another capacity while holding such position and shall continue as to a person who has ceased being a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

SECTION 3 Liability Insurance: Upon the majority vote of a quorum of the Board of Directors, the Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, arising out of his/her status as such, whether or not the Corporation shall have indemnified him against such liability under the provisions of this article.

IN WITNESS WHEREOF the persons who are to act in the capacity of first directors of this corporation have hereunto set their hands this 3rd day of August 2010.

Dave Green
Vicki Sullivan
Lee R. Walters

Charlene Jasmin
Bob Root

STATE OF FLORIDA
COUNTY OF PINELLAS

On this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Dave Green, Charlene Jasmin, Vicki Sullivan, Bob Root and Lee Walters, who are personally known to me, and who executed the foregoing instrument and acknowledged before me that the matters contained herein are true and correct.

WITNESS my hand and official seal on the 3rd day of AUGUST, 2010.

Loren Price

Loren Price



LOREN C. PRICE
MY COMMISSION # EE 010024
EXPIRES: July 22, 2014
Bonded Thru Budget Notary Services