

Articles of Incorporation  
Of  
The Rotary Club of North Port Central Inc.

ARTICLE I  
NAME

1.01 – Name

The name of this corporation shall be The Rotary Club of North Port Foundation Inc. (A Corporation Not For Profit)

ARTICLE II  
DURATION

2.01 – Duration

The period of duration of the corporation is perpetual.

ARTICLE III  
PURPOSE

3.01 – Purpose

The Rotary Club of North Port Foundation Inc. is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. The Rotary Club of North Port Foundation Inc.'s purpose is to provide funds to benefit the poor, disadvantaged and needy members of the community. Otherwise to engage in such other lawful activities permitted under the Florida Not-For-Profit Code and not otherwise prohibited hereunder or otherwise which are directed towards such purposes or as may be authorized from time to time by its Board of Directors.

3.02 – Public Benefit

The Rotary Club of North Port Foundation Inc.. is designated as a public benefit corporation.

ARTICLE IV  
NON-PROFIT NATURE

4.01 Non-Profit Nature

The Rotary Club of North Port Foundation Inc. is organized exclusively for charitable and educational purposes including, for such purposes, the making of distribution to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of The Rotary Club of North Port Foundation Inc. shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The Rotary Club of North Port Foundation Inc. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

#### 4.02 – Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligation of The Rotary Club of North Port Foundation Inc. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

#### 4.03 – Dissolution

Upon termination or dissolution of The Rotary Club of North Port Foundation Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501 (c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purposes which, at least generally, includes a purposes similar to the terminating or dissolving corporation.

The organization to receive the assets of The Rotary Club of North Port Foundation Inc. hereunder shall be selected by the discretion of a majority of the managing body of The Rotary Club of North Port Foundation Inc. and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against The Rotary Club of North Port Foundation Inc. by one (1) or more of its

managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

#### 4.04 – Prohibited Distributions

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article III, Section 3.01.

#### 4.05 – Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

#### 4.06 – Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax as an organization described by Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (2) by a corporation contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### ARTICLE V Board of Directors

#### 5.01 – Governance

The Rotary Club of North Port Foundation Inc. shall be governed by its board of directors.

#### 5.02 – Initial Directors

The affairs of the corporation shall be managed by a board of directors consisting of not less than three (3) persons as determined pursuant to provisions of the By-Laws. The Board of Directors of The Rotary Club of North Port Foundation Inc. shall be elected as set forth in the By-Laws of the corporation.

The names and addresses of the directors who are to manage the affairs of the corporation until the first such annual meeting of said members, and until their successors are duly elected and qualify, are as follows:

President: Louis O. Okonkwo  
728 Mirado Lane, Port Charlotte, FL 33948

Vice-President: Nils Weibull  
2358 Arugula Drive, North Port, FL 34289

Secretary: Dean McConville  
4878 Oakley Road, North Port, FL 34288

Treasurer: Maria M Kalapati  
1381 Nimbus Drive, North Port, FL 34287

#### ARTICLE VI Membership

##### 6.01 – Membership

The membership to the Rotary Club of North Port Foundation Inc. shall be regulated pursuant to the By-Laws of the corporation. The corporation shall have no stock or stockholders.

#### ARTICLE VII Amendments

##### 7.01 – Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of three fourths (3/4) of the board of directors.

#### ARTICLE VIII Address of the Corporation

##### 8.01 – Corporate Address

The physical and mailing address of the corporation is:  
P.O. Box 7783, North Port, Florida 34290

#### ARTICLE IX Appointment of Registered Agent

9.01- Registered Agent

The name and Florida street address of the registered agent is:

Maria M. Kalapati  
JMJ Services Inc.  
14580 S. Tamiami Trail, Unit D  
North Port, FL 34287

ARTICLE X  
Incorporator

10.0 – Incorporator

The name and address of the incorporator is:

Maria M. Kalapati  
14580 S. Tamiami Trail, Unit D  
North Port, FL 34287

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 25th day of July 2018.

\_\_\_\_\_  
Maria M. Kalapati

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me, this 27th day of July, 2018 who is personally known to me or has produced a Florida Driver’s License as identification and who took an oath.

\_\_\_\_\_  
Notary Public

My Commission expires: \_\_\_\_\_

Acknowledgment of consent to appointment as registered agent

Having been designated as the Registered Agent of The Rotary Club of North Port Foundation Inc. to accept service of process for said corporation, at the place designated in the foregoing Articles of Incorporation, I, Maria M. KALAPATI, hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office for.

Registered Agent: \_\_\_\_\_ Date: \_\_\_\_\_

CERTIFICATE of Adoption of Articles of Incorporation

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of The Rotary Club of North Port Foundation Inc.. were approved by the Board of Directors on July 25, 2018 and constitute a complete copy of Articles of Incorporation of The Rotary Club of North Port Foundation Inc. Names, addresses and signatures of all directors and incorporator.

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Louis O. Okonkwo, President  
728 Mirado Lane, Port Charlotte, FL 33948

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Nils Weibull, Vice President  
2358 Arugula Drive, North Port, FL 34289

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Dean McConville, Secretary  
4878 Oakley Road, North Port, FL 34288

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Maria M. Kalapati, Treasurer  
1381 Nimbus Drive, North Port, FL 34287