

ARTICLES OF INCORPORATION
OF
Florida District of Key Club International, Inc.

A NON-PROFIT CORPORATION

The undersigned incorporators, in order to form a non-profit corporation under the laws of the state of Florida, adopt the following Articles of Incorporation:

ONE: The name of this corporation shall be:

Florida District of Key Club International, Inc.

TWO: The principle place of business and mailing address of this corporation shall be:

Florida District of Key Club International, Inc. c/o George Langguth, 5545
Benchmark Lane, Sanford, FL 32773-8116

THREE: This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions 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.

The specific purposes for which this corporation is organized are:

A. The purposes for which the Florida District of Key Club International, Inc. is organized are exclusively charitable, educational and scientific within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.

B. 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.

C. 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 appropriate Court of the county in which the principal office of the corporation is then located, exclusively for such

purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

D. To solicit, collect and otherwise raise money to fund those aims and goals of the Florida District of Key Club International, Inc. which are exclusively charitable and within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

FOUR: The manner in which the Directors are elected is as follows:

At the first meeting of the Initial Directors following the adoption and filing of these Articles of Incorporation, the Initial Directors, identified in Article EIGHT, will install the duly elected Board of Trustees of the Florida District of Kiwanis International, Inc. as the Directors of this organization. Each year, when a new Board of Trustees of the Florida District of Kiwanis International, Inc. is elected and installed, they shall then become the Directors of this organization. Should a Trustee of the Florida District of Kiwanis International, Inc. be replaced during his/her term, the new Trustee shall then become a Director of this organization.

FIVE: The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, unless limited as follows:

No additional limits.

SIX: These Articles of Incorporation may be amended as follows:

A. Amendments to these Articles shall be made only at conventions by the affirmative vote of two-thirds (2/3) of the delegates present and voting, provided, however, no amendment shall be presented for adoption without the approval of the District Key Club Administrator present at the Convention.

B. No amendment shall be put to a vote unless written notice thereof stating the proposed amendment shall have been given to each delegate by mail or personal delivery, at least sixty (60) days prior to the meeting at which the vote on the proposed amendment is to be taken.

C. All amendments shall not become effective until they have been approved by the Board of Trustees of the Florida District of Kiwanis and by the Board of Trustees of Key Club International.

SEVEN: The name and street address of the initial registered agent of this corporation is:

George Langguth, 5545 Benchmark Lane, Sanford, FL, 32773-8116

EIGHT: The names and the street addresses of the 3 initial directors and 3 incorporators are:

Directors:

1. George Langguth, 5545 Benchmark Lane, Sanford, FL 32773-8116
2. David McCampbell, 1801 N. Flagler Dr., Suite 416, West Palm Beach, FL 33407
3. Douglas Ream, 3213 Nautical Drive, Southport, FL 32409

Incorporators:

1. George Langguth, 5545 Benchmark Lane. Sanford, FL 32773-8116
2. David McCampbell, 1801 N. Flagler Dr., Suite 416, West Palm Beach, FL 33407
3. Douglas Ream, 3213 Nautical Drive, Southport, FL 32409

The undersigned incorporators have executed these Articles of Incorporation this 25th day of February, 2012.

Signatures of Incorporators:

_____	George Langguth
_____	David McCampbell
_____	Douglas Ream