

**ARTICLES OF INCORPORATION  
KIWANIS CLUB OF POQUOSON FOUNDATION**

The undersigned incorporators hereby adopt the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of this corporation shall be the **Kiwanis Club of Poquoson Foundation**.

**ARTICLE II. REGISTERED OFFICE**

The principal office for this corporation shall be 534 Wythe Creek Boulevard, Poquoson, Virginia 23662. The registered office is located in the City of Poquoson.

**ARTICLE III. REGISTERED AGENT**

The name and address of the registered agent is: Mr. Donald L. Taylor, Jr., Kiwanis Club of Poquoson, 2A Victory Boulevard, Poquoson, Virginia 23662. The registered agent is a resident of Virginia and an initial director of the corporation

**ARTICLE IV. DURATION**

This corporation shall exist in perpetuity.

**ARTICLE V. PURPOSE**

This corporation is organized and shall be operated exclusively for charitable, religious, educational, and scientific purposes permitted within the scope of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of Code . Except as otherwise provided in these Articles, in connection with the carrying out of any or all of its purposes, the Corporation shall be possessed of, and may from time to time exercise, any and all powers conferred upon nonprofit corporations by the Virginia Non-stock Corporation Act, provided, however, notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its regulations, as they now exist or as they may hereafter be amended.

**ARTICLE VI. INITIAL DIRECTORS**

The number of directors and the method of selecting them shall be fixed by the bylaws of this corporation. The initial directors are:

- *Mr. Tu Ritter, 2A Victory Boulevard, Poquoson, Virginia 23662*
- *Ms Marilyn Kuhn, 2A Victory Boulevard, Poquoson, Virginia 23662*
- *Dr. Donald Taylor, 2A Victory Boulevard, Poquoson, Virginia 23662*
- *Mr. Mike Dasovich, 2A Victory Boulevard, Poquoson, Virginia 23662*

- *Mr. Patrick K. Garvey, 2A Victory Boulevard, Poquoson, Virginia 23662*
- *Ms. Leigh Fenigsohn, 2A Victory Boulevard, Poquoson, Virginia 23662*
- *Mr. Jack Moran, 2A Victory Boulevard, Poquoson, Virginia 23662*

#### **ARTICLE VII. INCORPORATORS**

The name and address of the incorporators of this corporation are:

- *Mr. Tu Ritter, 2A Victory Boulevard, Poquoson, Virginia 23662*
- *Mr. Patrick K. Garvey, 2A Victory Boulevard, Poquoson, Virginia 23662*

#### **ARTICLE VIII. MEMBERS**

The corporation shall have one class of members who shall have such rights and privileges as may be defined in the Bylaws of the Foundation.

#### **ARTICLE IX. COMPLIANCE WITH IRS**

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) 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 X. PRIVATE BENEFIT PROHIBITION**

No part of the net earnings of the corporation 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 distributions in furtherance of the purposes set forth in these Articles.

#### **ARTICLE XI. POLITICAL ACTIVITIES**

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

#### **ARTICLE XII. LIABILITY**

No member, officer, or director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers, or directors be subject to the payment of the debts or obligations of this corporation.

#### **ARTICLE XIII. DISSOLUTION**

Upon the dissolution of the corporation, the last board of directors has full discretion with respect to the distribution of the corporation's assets. They shall be distributed by the last board of directors for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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. Assets can continue the club foundation's mission if transferred to the Kiwanis International Foundation/Kiwanis Children's Fund or to a Kiwanis district foundation. Any assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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.

#### ARTICLE XIV. AMENDMENTS

These Articles may be amended as provided in the Bylaws of the corporation. No amendments to these Articles shall be effective without the consent of Kiwanis International.

#### ADOPTION

IN WITNESS WHEREOF, we the undersigned, being the Incorporators of the Kiwanis Club of Poquoson Foundation, have executed these Articles of Incorporation on

February 12, 2019.

Printed Name  
Mr. Tu Ritter  
Mr. Patrick K Garvey

Signature  


APPROVED  
2/22/19  
KIWANIS INTERNATIONAL  
By Auntydegruff/Soleth

# Commonwealth of Virginia



## STATE CORPORATION COMMISSION

*Richmond, March 22, 2019*

*This is to certify that the certificate of incorporation of*

**Kiwanis Club of Poquoson Foundation**

*was this day issued and admitted to record in this office and that the said corporation is authorized to transact its business subject to all Virginia laws applicable to the corporation and its business. Effective date: March 22, 2019*



*State Corporation Commission*

*Attest:*

*Joel H. Beck*  
Clerk of the Commission



COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

Office of the Clerk

March 22, 2019

DONALD L TAYLOR JR  
2A VICTORY BLVD  
POQUOSON, VA 23662

RECEIPT

RE: Kiwanis Club of Poquoson Foundation

ID: 0842516 - 7

DCN: 19-03-08-0129

Dear Customer:

This is your receipt for \$75.00, to cover the fees for filing articles of incorporation with this office.

The effective date of the certificate of incorporation is March 22, 2019.

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Sincerely,

Joel H. Peck  
Clerk of the Commission

CORPRCPT  
NEWCD  
CISKMP