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August 9, 2000

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****131.25 *****87.50

Secretary of State
Corporate Division
P.O. Box 6327
Tallahassee, Florida 32304

Re: Articles of Incorporation for
Rotary Club of Key West, Florida, Inc., a Florida Nonprofit Corporation
Gentlemen:


I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named nonprofit corporation. In addition, a check in the total amount of \$131.25 is enclosed which represents the following fees:

Filing Fee	\$ 35.00
Certified Copy	52.50
Registered Agent Fee	35.00
Certificate of Status	<u>8.75</u>
 Total	 \$131.25

Please file the original of the enclosed Articles of Incorporation and return all documents to the undersigned. If you have any comments or questions concerning this, please call me.

Your prompt attention to this matter would be appreciated.

Sincerely,


Timothy J. Koenig
Enclosures
RTF/lb

FILED
00 AUG 14 AM 9:09
TALLAHASSEE FLORIDA

T. Burch AUG 21 2000

**ARTICLES OF INCORPORATION
OF
ROTARY CLUB OF KEY WEST, FLORIDA, INC.
A FLORIDA NONPROFIT CORPORATION**

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TALLAHASSEE FLORIDA

**ARTICLE I
(Corporate Name, Principal Office and Mailing Address)**

The name of this corporation is: ROTARY CLUB OF KEY WEST, FLORIDA, INC.
A FLORIDA NONPROFIT CORPORATION

The principal office of this corporation is: 815 Peacock Plaza, Key West, Florida 33040

The mailing address of this corporation is: P.O. Box 469, Key West, Florida 33041

**ARTICLE II
(Corporate Nature)**

This is a nonprofit corporation, organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

**ARTICLE III
(Duration)**

The term of existence of the corporation is perpetual.

**ARTICLE IV
(General and Specific Purposes)**

The specific and primary purposes for which this corporation is formed are:

- A. For the advancement of religion, charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.
- B. Its purpose shall be charitable and benevolent and to encourage, promote and extend the object of Rotary International, and to maintain the relations of a member club in Rotary International. Insofar as the provisions of the law of the State of Florida under which this corporation is incorporated shall permit, this corporation shall be subject to the jurisdiction of Rotary International.
- C. To operate exclusively in any other manner for such religious, charitable and education purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE V
(Management of Corporate Affairs)

- A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be 13, provided however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at 815 Peacock Plaza, Key West, Florida on the 2nd Wednesday of each year in October, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

Fred Sims, President Director
9 Emerald Drive
Key West, Florida 33040

John G. Parks, President Elect/Director
815 Peacock Plaza
Key West, FL 33040

Peter Smith, Treasurer/Director
804 White Street
Key West, Florida 33040

John Jones, Director
500 Angela St.
Key West, FL 33040

Edward Toppino, Sr., Director
3424 Riviera Drive
Key West, FL 33040

Larry Thompson, Director
5 Alamanda Terrace
Key West, FL 33040

Karen Thurman, Secretary/Director
1075 Duval Street - #191
Key West, Florida 33040

Ed Knight, Director
336 Duval St.
Key West, FL 33040

Robert Bunch, Director
1234
1234

Patrick Labrada
15 Emerald Drive
Key West, FL 33040

Scott Oropeza, Director
815 Peacock Plaza
Key West, FL 33040

- B. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

<u>Name</u>	<u>Address</u>
President: Fred Sims	9 Emerald Drive, Key West, FL 33040
Vice President: John G. Parks	815 Peacock Plaza, Key West, FL 33040
Secretary: Karen Thurman	1075 Duval St., #191, Key West, FL 33040
Treasurer: Peter Smith	804 White Street, Key West, FL 33040

ARTICLE VI
(Earnings and Activities of Corporation)

- A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 Article IV hereof.
- B. 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 any candidate for public office.
- C. 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 of 1954 (or the corresponding provision of any future United States Internal

Revenue Law) or (b) by a corporation, contributions to which are deductively under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

- D. The Corporation acknowledges its allegiance to and submission to the Rotary International Constitution and Bylaws, as now existent and as may hereafter be amended.
- E. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII
(Distribution of Assets)

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII
(Membership)

The qualification for members and the manner of their admission shall be regulated by the bylaws for this corporation.

ARTICLE IX
(Subscribers)

The name and address of the Subscriber of this corporation is as follows:

Scott G. Oropeza, 815 Peacock Plaza, Key West, Florida 33040

ARTICLE X
(Amendment of By-Laws)

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefore in the By-Laws.

ARTICLE XI
(Dedication of Assets)

The property of this corporation is irrevocably dedicated to religious, educational, charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

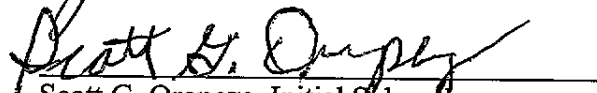
ARTICLE XII
(Registered Agent and Office)

The address of the corporation's registered office shall be 815 Peacock Plaza, Key West, Florida 33040 and the name of its registered agent at said address shall be: Scott G. Oropeza.

ARTICLE XIII
(Amendment of Articles)

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

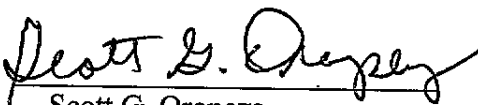
We, the undersigned, being the Subscribers and Incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 10 day of August, 2000



Scott G. Oropeza, Initial Subscriber

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Scott G. Oropeza, having been designated as the Registered Agent in the above and foregoing Articles accepts the obligations of the position of Registered Agent.

By: 
Scott G. Oropeza

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TALLAHASSEE, FLORIDA