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DIANE EYRE: ESTATES & PROPERTY
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September 6, 2000

~~100003387101-2
-09/08/00-01074-024
*****78.75 *****78.00~~

Florida Department of State
Corporate Records Bureau
Div. of Corporations
P.O. Box 6327
409 E. Gaines Street
Tallahassee, FL 32301

~~100003387101-2
*****78.75 *****78.00~~

RE: THE KIWANIS FOUNDATION OF NEW SMYRNA BEACH, INC.

Dear Sir/Madam:

100003387101--2
-09/08/00-01074-024
*****78.75 *****78.75

Enclosed are the following:

1. Articles of Organization and one copy
2. Total fee of \$78.75 fee

Please process the articles, and return a certified copy of the articles. Should you have any questions, please do not hesitate to call.

Very truly yours,

Robert S. Thurlow

RST:jkm
Enclosures
cf: Client

FILED
00 SEP -8 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9-17
WCC

Suggested format for the Articles of Incorporation of a Foundation - (this must be modified to conform to local statutes)

ARTICLES OF INCORPORATION
(NAME CHOSEN FOR FOUNDATION)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: That the name of said corporation shall be The Kiwanis Foundation
of New Smyrna Beach, Inc.

SECOND: The principal office of the corporation for the transaction of business is to be located within the County of Volusia, State of Florida,
P.O. Box 905, New Smyrna Beach, FL 32170

THIRD: The corporation shall have perpetual existence.

FOURTH: (a) The purposes 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 the furnishing of funds to other organizations organized for charitable, scientific research, or 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 thereunder.

(b) The specific purposes are: Awarding scholarships to college to deserving high school seniors. Awarding mini-grants to local school teachers for teaching projects. Awarding mini-grants to children and youth advocate groups.
(List here the specific activities planned for this foundation showing that they come within the organization's purposes.)

FIFTH: This 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 3.

SEVENTH: The names and addresses of those chosen to serve as directors until the election and qualification of their successors are: Alfred Galiano, 412 Schooner, Edgewater, FL 32141; Fred Baker, 1226 Wayne Ave., New Smyrna Beach, FL 32168

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 net earnings or assets thereof shall inure to the benefit of any members or any other individual. Each Director is also an Incorporator. Directors shall be elected as set forth in the Bylaws.

SEVENTH CONT'D. Kenneth R. Poulin, 182 Flamingo Road, Edgewater, FL 32141

TENTH: In the event of the dissolution of this corporation, after paying or adequately providing for the 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 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, exclusively for the purposes specified in subparagraph (b).

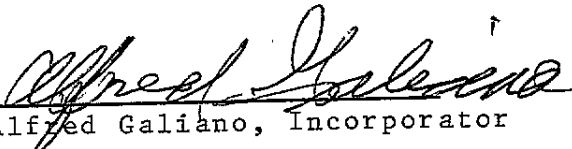
No such organization listed above shall qualify for distribution unless such organization shall be an organization, association, fund or foundation organized and operated exclusively for charitable, religious, scientific or educational purposes which is a tax-exempt, non-profit corporation under the United States Internal Revenue Code, and which is recognized as such by 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 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 therefor by the Attorney General, or any person concerned in the liquidation.

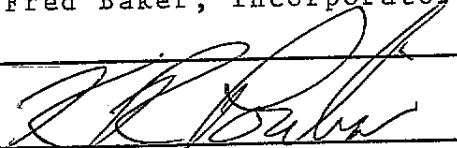
ELEVENTH: (a) the corporation and its members will at all times abide and be governed and controlled by the Constitution, Bylaws and Policies of Kiwanis International now in force or hereafter from time to time adopted, insofar as any provision of such Constitution and Bylaws may be applicable; (b) the 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.

TWELFTH: The initial registered office of the corporation shall be located at 415 Canal Street, New Smyrna Beach, Florida 32168 and the initial registered agent shall be Robert S. Thurlow at that address.

IN WITNESS WHEREOF the persons who are to act in the capacity of first directors of this corporation have hereunto set their hands this 6th day of September, 2000.


Alfred Galiano, Incorporator


Fred Baker, Incorporator

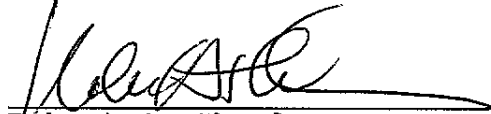

Kenneth R. Poulin, Incorporator

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of THE KIWANIS FOUNDATION OF NEW SMYRNA BEACH, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 1st day of September, 2000.

By:


Robert S. Thurlow
Registered Agent
415 Canal Street
New Smyrna Beach, FL 32168
(904) 424-1530

FILED
00 SEP -8 PM 12:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA