



LEE B. GORDON
Board Certified Real Estate Lawyer

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VIA FEDERAL EXPRESS
September 19, 2000

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32314

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*****70.00 *****70.00

Re: Articles of Incorporation for
Palm Beach/Flagler Rotary Club Foundation, Inc., a Florida not-for-profit corporation

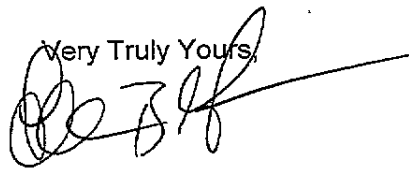
Dear Division of Corporations:

Enclosed please find two (2) originals of the Articles Of Incorporation Of Palm Beach/Flagler Rotary Club Foundation, Inc., a Florida corporation not-for-profit.

Kindly "date-stamp" one of the enclosed originals and return same to me in the self-addressed, pre-paid return Federal Express envelope provided herewith. This firm's check in the amount of \$70.00 is enclosed as the required filing fee, consisting of the following:

Charter Filing	\$35.00
Registered Agent Fee	<u>\$35.00</u>
Total	\$70.00

If you have any questions or problems, please do not hesitate to contact me.

Very Truly Yours,

Lee B. Gordon

enclosures as noted

PH 9/21/00

ARTICLES OF INCORPORATION
OF
PALM BEACH/FLAGLER ROTARY CLUB FOUNDATION, INC.,
a Florida corporation not-for-profit

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ARTICLE I

The name of the corporation is the Palm Beach/Flagler Rotary Club Foundation, Inc. (hereinafter referred to as the "Corporation").

ARTICLE II

The principal office or mailing address of the Corporation is Post Office Box 531, Palm Beach, Florida 33480.

ARTICLE III

The Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (hereinafter referred to as the "Code") and is not formed for pecuniary profit or financial gain. The Corporation is authorized to perform any lawful act or activity for which corporations not-for-profit may be formed under the Florida Not For Profit Corporation Act. Notwithstanding any other provisions of these Articles to the contrary, the Corporation shall not have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) of the Code, nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification.

ARTICLE IV

The members of the Corporation shall consist of the individuals constituting the Board of Directors hereinafter provided and their successors in office. The qualifications for membership in the Corporation may be modified as provided in the Bylaws.

These Articles have been Prepared By:

Lee B. Gordon, Esquire
Florida Bar Number 339210
Lee B. Gordon, P.A.
350 Royal Palm Way #403
Palm Beach, FL 33480
Telephone: 561-833-2233
Fax: 561-832-0000

ARTICLE V

The number of directors constituting the Board of Directors of the Corporation shall be as provided in the bylaws; provided, however, that the number of directors shall not be less than three (3). The manner in which the Directors are to be elected or appointed shall be as stated in the Bylaws of the Corporation. The names and addresses of the persons who are to serve as initial Directors until the first annual meeting of the Corporation or until their successors are elected are:

Claude Rosinsky	200 El Brillo Way Palm Beach, Florida 33480
Maria Patullo	1801 South Flagler Drive #1108 West Palm Beach, Florida 33401
Dana Thomas	912 Garden Court Royal Palm Beach, Florida 33411

ARTICLE VI

The officers and their manner of election shall be as provided in the Bylaws. The initial persons who are supposed to serve as officers of the Corporation until the first meeting of the Board of Directors, or until their successors are elected, are:

President	Claude Rosinsky
Vice-President	Peter Scholla
Secretary	Maria Patullo
Treasurer	Dana Thomas

ARTICLE VII

Title to all property of the Corporation shall be held in the name of the Corporation or as otherwise may be provided pursuant to the authority of the Bylaws of the Corporation. Any gift, bequest, devise or donation of any kind whatsoever to the Corporation or its Board of Directors shall be deemed to vest title in the Corporation.

ARTICLE VIII

The name and address of the Corporation's registered agent are:

Lee B. Gordon, Esquire
c/o Lee B. Gordon, P.A.
350 Royal Palm Way #403
Palm Beach, Florida 33480

ARTICLE IX

These articles may be amended from time to time as provided in the Bylaws.

ARTICLE X

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to one or more organizations which are qualified as exempt under Section 501(c)(3) of the Code.

ARTICLE XI

The name and address of the incorporator are:

Lee B. Gordon, Esquire
350 Royal Palm Way #403
Palm Beach, Florida 33480

ARTICLE XII

Section 1. Prohibition of Private Inurement. Notwithstanding any other provision of these Articles to the contrary, no part of the net earnings, current or accumulated, or property of the Corporation shall inure to the benefit of, or be distributed to, any member [other than a member which is exempt from federal income tax under Section 501(c)(3) of the Code], director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payment and distributions in furtherance of the purposes set forth in these Articles.

Section 2. Prohibition on Dividends. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not have the power to declare dividends.

Section 3. Limitation on Lobbying Activities. Notwithstanding any other provision of these Articles to the contrary, no substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation.

Section 4. Prohibition on Intervening in Political Campaigns. Notwithstanding any other provisions of these Articles to the contrary, 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.

Section 5. Tax-Exempt Status. Notwithstanding any other provision of these Articles to the contrary, 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 Code, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and/or 2522(a)(2) of the Code.

ARTICLE XIII

Notwithstanding any other provision of these Articles to the contrary, during such period or periods as the Corporation is treated as a "private foundation" pursuant to Section 509 of the Code, the Corporation must comply with the following:

Section 1. Taxable Distributions. The Corporation shall distribute its net revenues at such time and in such manner so as to not subject the Corporation to tax under Section 4942 of the Code.

Section 2. Self-Dealing. The Corporation shall be prohibited from engaging in any act of self-dealing [as defined in Section 4941(d) of the Code].

Section 3. Excess Business Holdings. The Corporation shall be prohibited from retaining any excess business holdings [as defined in Section 4941(d) of the Code] which would subject the Corporation to tax under Section 4945 of the Code.


Section 4. Jeopardizing Investments. The Corporation shall be prohibited from making any investments or otherwise acquiring assets in such manner so as to subject the Corporation to tax under Section 4944 of the Code. Further, the Corporation shall be prohibited from retaining any assets which would subject the Corporation to tax under Section 4944 of the Code, if the Directors have acquired such assets.

Section 5. Taxable Expenditures. The Corporation shall be prohibited from making any taxable expenditures [as defined in Section 4945(d) of the Code].

ARTICLE XIV

The Corporation shall indemnify any officer, director or employee, and any former officer, former director or former employee, to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this 19th day of September, 2000, for the purpose of forming this Corporation not-for-profit under the Florida Not For Profit Corporation Act.

A handwritten signature in cursive script, appearing to read "Lee B. Gordon", is written over a horizontal line.

Lee B. Gordon, Esquire, as Incorporator

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

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PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE
UNDERSIGNED HEREBY SUBMITS THE FOLLOWING STATEMENT DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is Palm Beach/Flagler Rotary Club Foundation, Inc.
2. The name and address of the registered agent and office is:

Lee B. Gordon, Esquire
c/o Lee B. Gordon, P.A.
350 Royal Palm Way #403
Palm Beach, Florida 33480

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, as registered agent, and I am familiar with, and accept, the obligations of my position as registered agent.



Lee B. Gordon, Esquire, as Registered Agent

Dated: September 19, 2000