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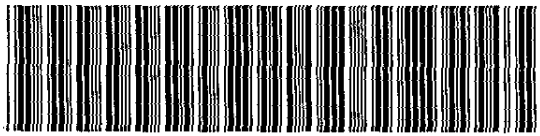
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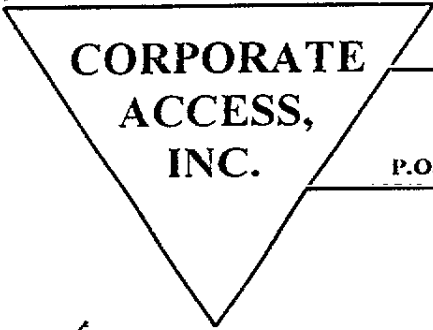
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Handwritten initials/signature



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FILING Articles

1.) Rotary Club of Coonhatch Grove, Florida, Inc
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS _____

**ARTICLES OF INCORPORATION
OF
ROTARY CLUB OF COCONUT GROVE, FLORIDA, INC.
(A Florida Corporation, Not for Profit)**

The undersigned, desiring to form a corporation under and pursuant to the laws of the State of Florida, for the purposes hereinafter stated, hereby make, subscribe and acknowledge before a notary public and file with the Secretary of State of Florida, these Articles of Incorporation, as follows:

I. NAME.

The name of this corporation shall be the **ROTARY CLUB OF COCONUT GROVE, FLORIDA, INC.**

II. AUTHORIZATION.

This corporation shall be governed according to the promulgated under Chapter 617 of the Florida Statutes.

III. STATUS.

The corporation is a not-for-profit corporation.

IV. DURATION.

The term of existence of this corporation is perpetual, from the date hereof.

V. PRINCIPAL OFFICE AND MAILING ADDRESS.

The principal office and mailing address for the corporation is 6106 Blue Lagoon Drive, Suite 420, Miami, FL 33126.

VI. PURPOSE OF BUSINESS.

This corporation is formed primarily for religious, charitable, scientific, literary, or education purposes, and the prevention of cruelty to children or animals, no part of the net earnings of which inures to the benefit of any member or individual. This corporation may to a lesser and insubstantial extent, engage in any activity which is not in violation of the laws of the State of Florida and would not cause revocation of its tax exempt status as may be granted by the Internal Revenue Service pursuant to the 1986 Internal Revenue Code, as amended (the "Code").

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VII. INITIAL REGISTERED OFFICE AND AGENT.

The address of the initial registered office of this corporation is located at 2121 Ponce de Leon Boulevard, Suite 900, Coral Gables, FL 33134 and the name of the initial registered agent of this corporation at this address is Robert L. Trescott.

VIII. INCORPORATORS.

The name and address of the person signing these Articles of Incorporation is:

Richard H. Butler, 6106 Blue Lagoon Drive, #420
Miami, FL 33126

IX. DIRECTORS.

This corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The names and addresses of the initial Board of Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Richard H. Butler	6106 Blue Lagoon Drive, #420 Miami, FL 33126
Chris Lones	1550 Madruga Avenue, #326 Coral Gables, FL 33146
Andrew Sipos	250 Bird Road, #302 Coral Gables, FL 33146
Donald Ross	2800 Ponce de Leon Blvd. #1200 Coral Gables, FL 33134

(A) Directors. The directors named in these Article of Incorporation as the First Board of Directors shall hold office until the first annual meeting of the members, at which an election of directors shall be held. Thereafter the term of office of each director shall be one (1) year and until the qualification of a successor in office of such director.

(B) Corporate Officers. The board of directors shall elect the following officers: president, vice president, treasurer, and secretary and other such officers as the bylaws of this corporation may authorize the directors to elect from time to time, Initially, such officers shall be elected at the first meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

<u>NAME</u>	<u>TITLE</u>
Richard H. Butler	President
Chris Lones	Vice-President
Andrew Sipos	Secretary
Donald Ross	Treasurer

X. MEMBERS.

The members of this corporation shall consist of the initial directors named herein and such other persons as are approved for membership by the Board of Directors as provided in the By-Laws.

XI. MANAGEMENT.

The affairs of the corporation shall be managed by a president, vice president, secretary and a treasurer, and such additional and assistant officers as shall be provided for in the By-Laws, under the supervision of the Board of Directors. The officers shall be elected by the Board of Directors, or as provided in the By-Laws. The officers shall serve for a period of one (1) year or until their successors are elected or appointed.

XII. DISPOSITION OF ASSETS.

In the event of the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by transferring such assets to an organization or organizations which are exempt under Section 501(c)(3) of the Code. The Board of Directors shall ascertain that such organization(s) are engage in activities of the type described in Article VI above. Any assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located exclusively to such organizations as said Court shall determine are organized and operated exclusively for such purposes.

XIII. BOARD OF DIRECTORS.

The Board of Directors shall be a self-perpetuating body whose members shall be chosen only from among the members of this corporation. In the event any vacancy shall occur because of death, resignation, incapacity to act, or removal of a director, the then remaining director, shall, within a reasonable time, fill the vacancy, or vacancies.

XIV. INDEMNIFICATION.

This corporation shall indemnify any of its agents, officers or directors to the full extent permitted by law.

XV. BYLAWS.

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors are hereby authorized to adopt, alter, amend or repeal By-Laws at their pleasure, so long as such By-Laws are in accordance with the laws of the State of Florida and the Code.

XVI. AMENDMENTS.

This corporation reserves the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred on members herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal, this 6th day of November, 2002.



RICHARD H. BUTLER

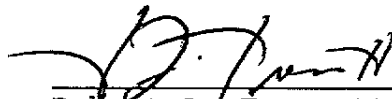
**RESIDENT AGENT
CERTIFICATE**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First: That the ROTARY CLUB OF COCONUT GROVE, FLORIDA, INC. desiring to organize under the laws of the State of Florida, with its initial office, as indicated in the Articles of Incorporation, in the city of Coconut Grove, County of Miami-Dade, State of Florida, has named Robert L. Trescott, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Robert L. Trescott
Resident Agent

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