

No 4000003112

AIDMAN, PISER
& COMPANY

Certified Public Accountants
& Business Advisors

401 EAST JACKSON STREET, SUITE 3400
TAMPA, FLORIDA 33602

(City/State/Zip/Phone #)

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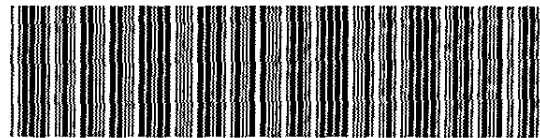
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**ARTICLES OF INCORPORATION
OF
THE ROTARY CLUB OF TAMPA DOWNTOWN DAYBREAK FOUNDATION, INC.**

These Articles of Incorporation are hereby made and acknowledged by the undersigned, to be filed with the Secretary of State, State of Florida, for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

**ARTICLE I
Name and Address**

- (a) The name of the Corporation shall be:
The Rotary Club of Tampa Downtown Daybreak Foundation, Inc.
- (b) The principal office of this Corporation shall be located within the County of Hillsborough, State of Florida at 4418 N. Hubert Avenue, Tampa.
- (c) The mailing address of this Corporation shall be P.O. Box 20544, Tampa, FL 33623-0544.

**ARTICLE II
Term of Existence**

The Corporation shall have perpetual existence unless dissolved according to law.

**ARTICLE III
Purpose**

The purpose of the Corporation shall be to acquire funds and other assets by gift, donation, and otherwise to hold and invest the same; to provide funds, and promote such activities, for such charitable, scientific, and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and Chapter 196, Florida Statutes, as amended, or any other laws or statutes of similar import, as the members of the Corporation may determine from time to time; and to do all other things necessary or desirable in connection with the foregoing purpose.

**ARTICLE IV
Powers**

Subject to the restrictions in these Articles, the Corporation shall have all corporate powers authorized by the laws of the State of Florida for corporations not for profit.

ARTICLE V
Limitation of corporate powers

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Despite any contrary provision of these Articles:

(1) No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation, affecting one or more of its purposes).

(2) No member, director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(3) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(4) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding provisions of any subsequent Federal tax laws.

(5) The Corporation shall distribute income for each taxable year at such time and in such manner as not to be subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding provisions of any subsequent Federal tax laws.

(6) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding provisions of any subsequent Federal tax laws.

(7) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding provisions of any subsequent Federal tax laws.

(8) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding provisions of any subsequent Federal tax laws.

(9) The Corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Internal Revenue Code, or the corresponding provisions of any subsequent Federal tax laws.

(10) Despite any other provision of these Articles or Florida law, the Corporation shall not carry on any activities not permitted for an organization exempt under Sections 501(a) and

501(c)(3) of the Internal Revenue Code or the corresponding provisions of any subsequent Federal tax laws, or by organizations, contributions to which are deductible under Section 170(c)(2) of such Code.

ARTICLE VI **Management**

Management of the Corporation shall be vested in the Corporation's Board of Directors. The number and method of election of the directors of the Corporation who shall serve following the terms of the initial directors of the Corporation shall be as stated in the bylaws.

ARTICLE VII **Directors**

The number constituting the initial Board of Directors of the Corporation is five (5). The names and addresses of the persons who shall serve as the initial Board of Directors of the Corporation are as follows:

Name	Address
Chris Risey	13153 N. Dale Mabry Hwy, Tampa, FL 33618
Laura Plumb	P.O. Box 111, Tampa, FL 33601
Barbara Shayeb-Helou	8693 Bardmoor Blvd., Largo, FL 33777
Sharon Jakobi	1111 N. Westshore Blvd, Tampa, FL 33607
Jay Furnari	4802 N. Mendenhall Drive, Tampa, FL 33603

ARTICLE VIII **Bylaws**

The initial Bylaws of the Corporation shall be adopted by the directors of the Corporation. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors, except as otherwise provided in the Bylaws.

ARTICLE IX **Dissolution**

Upon dissolution or final liquidation of the Corporation, after paying or adequately providing for the debts or obligations of this Corporation, the trustees, or persons in charge of liquidation will give all the remaining assets to The Rotary Foundation of Rotary International or to one or more locally approved non-profit organizations under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE X
Indemnification

Each member of the Board of Directors shall be indemnified against all personal liability to the full extent allowed by law.

ARTICLE XI
Amendments

These articles may be amended by an affirmative vote of two-thirds of the membership.

ARTICLE XII
Registered Office and Registered Agent

- (a) The street address of the Corporation's initial registered office in the State of Florida is 4418 N. Hubert Avenue, Tampa, FL.
- (b) The name of the Corporation's initial registered agent at such office is Tom Allen.

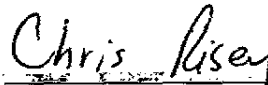
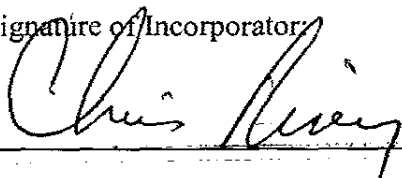
ARTICLE XIII
Incorporator

The name and address of the incorporator of the Corporation is as follows:

Name	Address
Chris Risey	13153 N. Dale Mabry Hwy, Tampa, FL 33618

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11th day of March, 2004.

Signature of Incorporator:



Typed Name of Incorporator

CERTIFICATE OF ACCEPTANCE

Having been named registered agent, to accept service of process for the above stated corporation at the place designated in its Articles of Incorporation, I hereby agree to act in such capacity. I am familiar with, and accept, the obligations provided for in Section 617.0503, Florida Statutes.

A handwritten signature in cursive script, appearing to read "H. Wall", is written over a horizontal line.

Date: March 11, 2004

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