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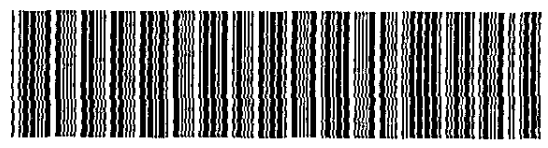
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W05-36791



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08/03/05--01005--016 **70.00

FILED
2005 OCT -6 AM 9:59
HALLANDALE BEACH FLORIDA

10/10/05

STEPHEN M. BREWER, P.A.
ATTORNEY AT LAW

STEPHEN M. BREWER, ESQUIRE
WINNIE M. TUMBLIN, PARALEGAL

1209 S. WASHINGTON AVENUE
TITUSVILLE, FLORIDA 32780
TELEPHONE 321-269-9700
FACSIMILE 321-383-3113

July 30, 2005

FILED
2005 OCT -6 AM 9:59
DEPT. OF STATE
TALLAHASSEE FLORIDA

Department of State
Division of Corporations
Corporate Filings
P. O. Box 6327
Tallahassee, FL 32314

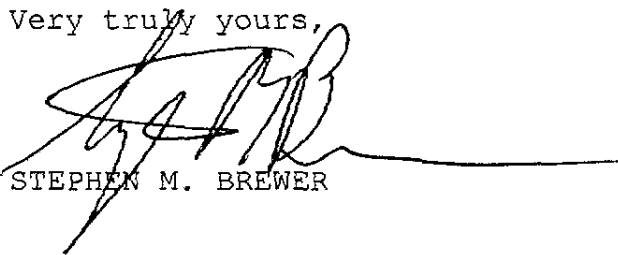
Re: Titusville Rotary Club Foundation, Inc.

Dear Sir:

Enclosed please find the original Articles of Incorporation for the above-referenced corporation along with a check in the amount of \$70.00. Please file these Articles and provide a certificate of filing of same.

Thank you; and if you have any questions, please feel free to contact me.

Very truly yours,


STEPHEN M. BREWER

wmt
Enclosures



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

FILED
2005 OCT -6 AM 10:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

August 3, 2005

STEPHEN M. BREWER, ESQUIRE
1209 S. WASHINGTON AVENUE
TITUSVILLE, FL 32780

SUBJECT: TITUSVILLE ROTARY CLUB FOUNDATION, INC.
Ref. Number: W05000036791

We have received your document for TITUSVILLE ROTARY CLUB FOUNDATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filings Section

Letter Number: 005A00050151

ARTICLES OF INCORPORATION
OF
TITUSVILLE ROTARY CLUB FOUNDATION
A FLORIDA NONPROFIT CORPORATION

FILED
2005 OCT -6 AM 10:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned person, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

CORPORATE NAME

The name of this corporation is **TITUSVILLE ROTARY CLUB FOUNDATION, INC.**

ARTICLE II

CORPORATE NATURE

This is a nonprofit corporation, organized solely for general educational and charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes (2003).

ARTICLE III

DURATION

The term of the 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 the principles of Rotary International and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

B. To operate exclusively in any other manner for such charitable and educational 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, private operating foundations or public charity.

ARTICLE V

MANAGEMENT OF CORPORATE AFFAIRS

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, nor more than seven (7) persons. The initial number of Directors of the corporation shall be five (5), provided however, that such number may be changed by a By-Law duly adopted. The directors of the corporation shall be elected as set forth in the By-Laws of the Titusville Rotary Club Foundation, Inc.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the 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

and effect as if taken by unanimous vote of the directors. Any law that 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 bylaws] 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 the initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Herman Cole, Jr.	776 Florencia Circle, Titusville, Florida 32780
Mary Harvey	750 Harvey Way, Cocoa, Florida 32926
Louis Venuti	525 Indian River Avenue, # 482, Titusville, Florida 32780
Joe Robinson	5510 Bent Oak Drive, Titusville, Florida 32780
Penelope Butcher	705 Highland Terrace, Titusville, Florida 32780

ARTICLE VIII

The board of directors shall elect the following officers: president and treasurer/secretary, and such other 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 annual meeting of the board of directors.

ARTICLE VII

EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, nor 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, as amended, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended.

D. Notwithstanding any other provisions 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 VIII

DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of the liabilities of the corporation, dispose of all 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, or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code as amended, as the Board of Directors shall determine.

ARTICLE IX

MEMBERSHIP

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

ARTICLE X

SUBSCRIBER

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

<u>Name</u>	<u>Address</u>
Herman Cole, Jr.	776 Florencia Circle, Titusville, Florida 32780
Mary Harvey	750 Harvey Way, Cocoa, Florida 32926
Louis Venuti	525 Indian River Avenue, # 482, Titusville, Florida 32780
Joe Robinson	5510 Bent Oak Drive, Titusville, Florida 32780
Penelope Butcher	705 Highland Terrace, Titusville, Florida 32780

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 in the By-Laws.

ARTICLE XII

PRINCIPAL OFFICE AND REGISTERED AGENT

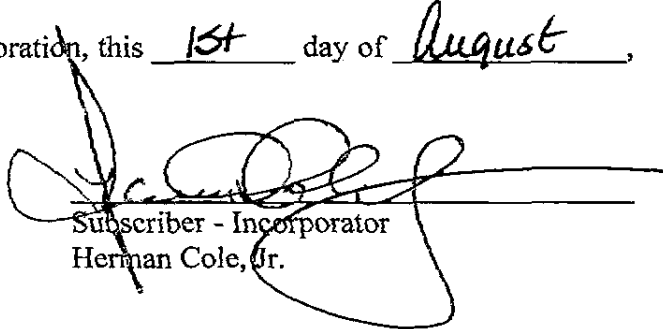
The corporation's principal office shall be located at 400 Orange Street, Titusville, Florida 32796, and the name of its registered agent at said address shall be Stephen M. Brewer, 1209 South Washington Avenue, Titusville, Florida 32780.

ARTICLE XIII

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors in the manner set forth in the By-Laws of this corporation.

THE UNDERSIGNED, BEING THE SUBSCRIBER AND INCORPORATOR of this corporation, for the purposes of forming this nonprofit corporation under the laws of the State of Florida, has executed these Articles of Incorporation, this 1st day of August, 2005.

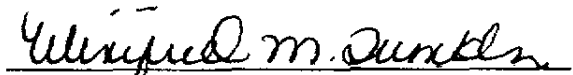


Subscriber - Incorporator
Herman Cole, Jr.

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, personally appeared Herman Cole Jr., to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 1st day of August, 2005.



Notary Public
My Commission Expires:

Winifred M. Tumblin
Commission # DD430587
Expires May 17, 2009
 Bonded Troy Pain - Insurance, Inc. 800-388-7010

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

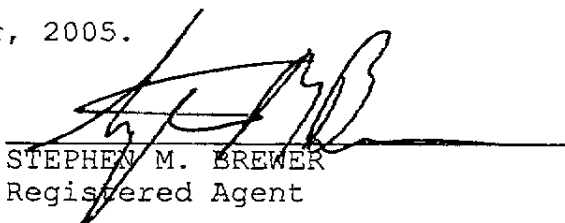
In compliance with Section 48.091, Florida Statutes, the following is submitted:

TITUSVILLE ROTARY CLUB FOUNDATION, INC., desiring to organize as a corporation pursuant to the laws of the State of Florida within its registered office at 1209 S. Washington Avenue, Titusville, Florida, has named and designated **STEPHEN M. BREWER**, its Registered Agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 3rd day of October, 2005.


STEPHEN M. BREWER
Registered Agent

FILED
2005 OCT -6 AM 10:00
TALLAHASSEE FLORIDA
SECRETARY OF STATE