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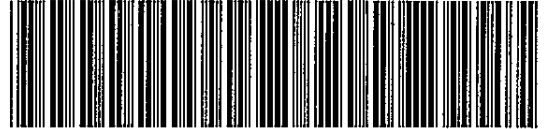
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

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

SUBJECT: Kiwanis Club of Largo/Mid-Pinellas, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Lisa B. Hurley
Name (Printed or typed)

311 South Missouri Avenue
Address

Clearwater, Florida 33756
City, State & Zip

(727) 461-1111
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

Articles of Incorporation

ARTICLE I: Name

The name of the corporation is to be "Kiwanis Club of Largo/Mid Pinellas, Inc."

ARTICLE II: Principal Office

The principle place of business and mailing address of this corporation shall be:

Royal Palms
200 Lake Avenue N.E.
Largo, Florida 33771

ARTICLE III: Purpose

The purpose for which the corporation is organized is:

- (1) To give primacy to the human and spiritual rather than to the material values of life.
- (2) To encourage the daily living of the Golden Rule in all human relationships.
- (3) To promote the adoption and the application of higher social, business and professional standards.
- (4) To develop, by precept and example, a more intelligent, aggressive and serviceable citizenship.
- (5) to provide through this club, a practical means to form enduring friendships, to render altruistic service, and to build better communities.
- (6) To cooperate in creating and maintaining that sound public opinion and high idealism which make possible the increase of righteousness, justice, patriotism, and good will.
- (7) For the purposes aforesaid, to take over the assets, rights and franchises of the unincorporated club, known as the Kiwanis Club of Largo/Mid-Pinellas, and its members.
- (8) To do all such things as are incidental or conducive to the attainment of the above objects.

ARTICLE IV: Manner of Election:

(1) The Board of Directors shall consist of the officers (President, President-elect, Treasurer, Secretary) and five (5) elected directors.

(2) The election of Officers and directors, except the Secretary, shall be held at the annual meeting.

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(3) Voting shall be by ballot and shall not be cumulative. Only active, senior and privileged members present and in good standing may vote. There shall be no voting by proxy or absentee ballot. At a regular meeting at least five (5) weeks prior to the annual meeting, the President shall appoint a Nominating Committee. The committee shall consist of not less than five (5) members, and if possible, a majority shall be Past Presidents. The President shall designate the chairman of this committee. The duties of this committee shall be to make nominations with the consent of those nominated, and to prepare a ballot for the election of such officers and directors.

(4) At least two (2) weeks before the annual meeting the Nominating Committee shall submit the President-elect as its sole nominee for the office of President, a list of nominees not exceeding two (2) in number for each office to be filled, and a list of nominees not exceeding the number of directors to be elected plus three (3). At least one (1) week before the annual meeting, at a regular meeting of the club, nominations from the floor may be made for any office and, when so made, together with the list submitted by the Nominating Committee, shall then be the list of nominees submitted for an election of officers and directors.

(5) The President shall appoint an Elections Committee consisting of not more than seven (7) members. The duties of this committee shall be to distribute, collect and count ballots and report the results to the President who shall announce them. A majority of votes cast shall be necessary to elect an officer. If any ballot does not have a majority for a nominee for any office, the President shall immediately designate a time and place for further balloting for such office. Prior to the second ballot, the nominee having the lowest vote on the first ballot shall be dropped; and in each ballot, the same procedure shall be followed until one (1) nominee shall have received a majority of all votes cast.

(6) If the names of more than the number of directors to be elected are place in nomination, the individuals who receive the highest number of votes up to the number to be elected shall be declared elected.

ARTICLE V: Initial Directors and /or Officers

President: Mary Black, 1860 Harmony Drive, Clearwater, Florida 33756.

President Elect: Regina Bennett, 1585 Simmons Drive, Clearwater, Florida 33756

Treasurer: Daniel Ruffner, 557 Westview Road, Largo, Florida, 33770.

Secretary: Lisa Hurley, 910 Palmetto Drive, Safety Harbor, Florida, 34695.

Director: John Watkins, 11759 96th Place North, Seminole, Florida 33772.

Director: Joshua Lindey, 432 3rd Street N.W., Largo, Florida, 33755.

Director: Clifford Wells, 6980 Ulmerton Road, Largo, Florida, 33771.

Director: William Groves, 9835 Sago Point Drive, Largo, Florida, 33777.

Director: Michelle Simmons, 2740 Park Drive, #A, Clearwater, Florida, 33763.

ARTICLE VI: Modification or Dissolution

Whenever requested by the Board of Trustees of Kiwanis International the proposed corporation will dissolve or change its form of organization, and that no change in the corporate structure, or in the purposes and powers of the proposed corporation should be made without the consent of Kiwanis International.

Upon dissolution of the corporation, the governing board shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets or the corporation exclusively for the purposes of the corporation, in such manner to such organization or organizations organized or operated exclusively for charitable, educational, religious, or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501 c (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue law), as the governing board shall determine. Any of such assets not so disposed of shall be disposed of by the District Court in the county in which the principal office of the corporation is located, exclusively for such purposes.

ARTICLE VII: Initial Registered Agent

The name and street address of the registered agent is:

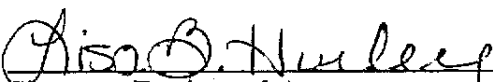
Lisa Hurley
311 South Missouri Avenue
Clearwater, Florida 33756

ARTICLE VIII: Incorporator

The name and street address of the Incorporator is:

Lisa Hurley
311 South Missouri Avenue
Clearwater, Florida 33756

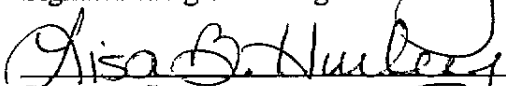
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent

11-4-05

Date



Signature/Incorporator

11-4-05

Date