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Timothy Schuler

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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

Rotary Leadership Institute - Sunshine Division, Inc

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August 24, 2006

FLORIDA DEPARTMENT OF STATE

Division of Corporations

LAW OFFICE OF TIMOTHY C SCHULER

SUBJECT: ROTARY LEADERSHIP INSTITUTE - SUNSHINE DIVISION, INC
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**ARTICLES OF INCORPORATION
OF
ROTARY LEADERSHIP INSTITUTE - SUNSHINE DIVISION, INC.
(A Corporation Not for Profit)**

We, the undersigned, hereby execute the following Articles of Incorporation for the purpose of forming a Corporation under the laws of the State of Florida applicable to a Corporation not for profit.

ARTICLE I - Name and Principal Office: The name of this Corporation shall be the ROTARY LEADERSHIP INSTITUTE - SUNSHINE DIVISION, INC., and its principal office and mailing address is 9075 Seminole Blvd., Seminole, FL 33772.

ARTICLE II - Existence: This Corporation shall have perpetual existence, unless sooner dissolved by law.

ARTICLE III - Purpose:

(A) The specific purpose for which this Corporation is organized is to provide education opportunities for Rotarians so as to better empower them to be more effective, enthusiastic, creative, and dedicated leaders in their local Rotary Clubs which provide for worthy community needs, assisting individuals in need of the basic necessities of life, advancing education and literacy, eliminating prejudice and discrimination, and advocating peace among all peoples.

(B) The general purpose for which this Corporation is organized is to possess all rights, privileges and immunities, and enjoy all the benefits and powers granted to Corporations not for profit under the laws of the State of Florida, and the United States of America.

(C) Notwithstanding the foregoing, and to supercede the same where in conflict, the general purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IV - Non-Profit Status: The Corporation shall have no capital stock and shall declare no dividends, and the profits, or other income, if any, of the Corporation, from whatever source, shall be used solely in promoting the purposed thereof, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise, in any manner of profit to the Directors, Officers, or Members of this Corporation. However, nothing herein shall prohibit the payment in good faith of reimbursement to any Director, Officer, or Member for out of pocket expenses or reasonable compensation for services actually rendered on behalf of the Corporation.

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ARTICLE V - Liquidation:

(A) In the event of dissolution, all of the remaining assets of the Corporation, after payment of all debts and obligations, shall be distributed to The Rotary Foundation Permanent Fund, an IRS approved 501(c)(3) foundation.

(B) Upon the dissolution of the corporation, should The Rotary Foundation not exist, or not possess 501(c)(3) status, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the Corporation is then located exclusively for such purposes.

ARTICLE VI - Membership: The membership of this Corporation shall consist of any Rotary District within the territorial boundaries of the Corporation as more particularly set forth in the By-Laws. The qualification for membership and the manner of admission shall be as stated and regulated by the By-Laws of this Corporation.

ARTICLE VII - Incorporators: The names and addresses of the Incorporators of this Corporation are as follows:

<u>Name</u>	<u>Address</u>
Timothy C. Schuler	9075 Seminole Boulevard Seminole, Florida 33772
James R. Henry	255 Suntan Avenue Sarasota, Florida 34237
Ken Smallwood	2342 Glenfinnan Drive Orange Park, Florida 32073

ARTICLE VIII - Business Affairs:

(A) The business affairs of this Corporation shall be managed by a Board of Directors of not less than five (5) nor more than fifteen (15) members, as provided for in the By-Laws of this Corporation from time to time, and who shall be elected annually by the Members for a term

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as stated in the By-Laws. The initial Board of Directors of this Corporation shall consist of the following:

<u>Name</u>	<u>Address</u>
James R. Henry	255 Suntan Avenue Sarasota, Florida 34237
Phillip Bennett	P.O. Box 60674 Ft. Myers, Florida 33906
Gary D. Wilson	613 Sabal Avenue Clewiston, Florida 33440-5007
JoAnn Beck	1100 S. Orlando Avenue #107 Maitland, Florida 32751
Gary Green	4280 Morning Dove Drive Naples, Florida 34119
Keith Kurber	1558 Roxburg Lane Dunedin, Florida 34698
Ken Smallwood	2342 Glenfinnan Drive Orange Park, Florida 32073
Bob Spano	8330 Menteith Terrace Miami Lakes, Florida 33016

(B) The qualifications for Directors of this Corporation shall include membership in any Rotary Club within a Rotary District that is a Member of the Corporation, and having been selected by the District Governor to serve as the District's Representative to the Corporation.

ARTICLE IX - Officers: The Officers of the Corporation shall be a Chairman, Secretary, and Treasurer, and such other Officers as the Board of Directors may from time to time name and designate. All such offices shall be filled through the election process at the first meeting each year of the Board of Directors. The initial Officers of the Corporation shall be:

Chairman	James R. Henry
Secretary	Gary D. Wilson
Treasurer	Phillip Bennett

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ARTICLE X - By-Laws: The Directors shall have the right to make and adopt such By-Laws as they shall deem proper and advisable not in conflict with the Manual of Procedure of Rotary International, and rules and procedures adopted by the Rotary Leadership Institute. Such By-Laws may also be made, altered, or rescinded upon a majority vote of the Members of the Corporation present and voting at any regular or special business meeting called for that purpose.

ARTICLE XI - Amendments: Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote at a meeting for which notice of the amendment to be made has been given in the manner set forth in the By-Laws of this Corporation.

ARTICLE XII - Registered Agent and Office: The address of the Corporation's Registered office shall be 9075 Seminole Boulevard, Seminole, Florida 33772, and the name of it's Registered Agent as said address shall be Timothy C. Schuler, Esq.

ARTICLE XIII - Limitation on Powers:

(A) Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

(B) Specifically, this organization shall:

1. Absolutely refrain from participating in the political campaigns of candidates for local, state or federal office.
2. Absolutely ensure that its assets and earnings do not unjustly enrich board members, officers, key management employees, or other insiders.
3. Not further non-exempt purposes (such as purposes that benefit private interests) more than insubstantially.
4. Not operate for the primary purpose of conducting a trade or business that is not related to its exempt purpose(s).
5. Not engage in activities that are illegal or violate fundamental public policy.
6. Restrict its legislative activities.

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IN WITNESS WHEREOF, we have here unto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 23 day of August, 2006.

Timothy C. Schuler
James R. Henry
Ken Smallwood

STATE OF FLORIDA
COUNTY OF Pinellas

Before me, the undersigned authority, personally appeared TIMOTHY C. SCHULER, to me personally known to be the person who executed the foregoing Articles of Incorporation, or who produced a Florida Driver's License as proof of identification, and he acknowledged to and before me that he executed such instrument for the purposes therein intended.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 23 day of August, 2006.

Lori L. Hayes
Notary Public - State of Florida
My Commission Expires:


 **Lori L. Hayes**
Commission # DD441163
Expires August 28, 2008
Bonds/Try Fan Insurance Inc 800-385-7018

STATE OF FLORIDA
COUNTY OF Sarasota

Before me, the undersigned authority, personally appeared JAMES R. HENRY, to me personally known to be the person who executed the foregoing Articles of Incorporation, or who produced a Florida Driver's License as proof of identification, and he acknowledged to and before me that he executed such instrument for the purposes therein intended.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 21st day of August, 2006.

Emily A. Williams
Notary Public - State of Florida
My Commission Expires: 9/1/08

 **EMILY A. WILLIAMS**
Notary Public - State of Florida
My Commission Expires Sep 1, 2008
Commission # DD 352000
Bonded By National Notary Assn.

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STATE OF FLORIDA
COUNTY OF CLAY

Before me, the undersigned authority, personally appeared KEN SMALLWOOD, to me personally known to be the person who executed the foregoing Articles of Incorporation, or who produced a Florida Driver's License as proof of identification, and he acknowledged to and before me that he executed such instrument for the purposes therein intended.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 14th day of August, 2006.

Natasha Edgemon
Notary Public - State of Florida
My Commission Expires:



Natasha Edgemon
Commission # DD470988
Expires September 12, 2009
Bonded Title Plan - Insurance Inc. 800-385-7011