

Division of Corporations

**No 7 000001834**

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**ROTARY INTERNATIONAL DISTRICT 6990, INC.**

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**ARTICLES OF INCORPORATION**

**ROTARY INTERNATIONAL DISTRICT 6990, INC.**

1. The name of this corporation shall be **ROTARY INTERNATIONAL DISTRICT 6990, INC.**
2. This corporation shall be a non-profit, non-share capital entity. It shall pay no dividends and no part of its money, property or other assets shall be distributed at any time to its members, directors or officers. This corporation shall utilize the 501 (c) (4) group tax exemption of Rotary International.
3. The street address of the initial principal office and the mailing address of the corporation is:  
Suite 2200  
150 West Flagler Street  
Miami, FL. 33130

The address of the registered office and registered agent of the corporation are:

<u>Name</u>	<u>Address</u>
Owen S. Freed	Suite 2200, 150 West Flagler St. Miami, Florida, 33130


The address of the registered office and registered agent may be changed from time to time by the Board of Directors.

4. This corporation shall exist perpetually unless otherwise dissolved by its members. In the event of dissolution its assets shall be distributed to The Rotary Foundation.
5. The members of this corporation shall be comprised of and limited to all Rotary clubs designated to be in District 6990 pursuant to the bylaws of Rotary International. The addition or removal of a club or clubs from District 6990 pursuant to the bylaws of Rotary International shall immediately and automatically result in a corresponding change in the membership of this corporation.
6. This corporation shall have a Board of Directors consisting of five Directors. The number of Directors may be changed from time to time by the members of the Corporation but in no case shall be less than five nor more than seven. The district governor of Rotary International District 6990, the district governor-elect, the district governor nominee, the immediate past district governor and the chair-person of the District Finance and Procedure Committee shall be the five members of the Board of Directors. All Directors shall be members in good standing of Rotary Clubs in District 6990.

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- 7. The district governor shall serve as president of the corporation. Other officers of the corporation shall be nominated by the district governor and approved by the Board of Directors. Officers of this corporation shall be Rotarians who are members in good standing of Rotary Clubs in District 6990.
- 8. The district governor shall report to the clubs on the status of the district corporation at the annual district conference. The district conference shall be deemed the annual meeting of the members of this corporation. The annual meeting of the Board of Directors shall be at such time and place as designated by the district governor.
- 9. If any of the provisions of these Articles of Incorporation is not in conformity with the constitution, bylaws or policies of Rotary International, as amended from time to time, the terms of the constitution, bylaws or policies of Rotary International shall at all times prevail and supercede these Articles of Incorporation providing that do not contravene the laws of the State of Florida.
- 10. This corporation shall immediately and automatically cease operations and begin dissolution proceedings upon the vote of two-thirds of its members at a District Conference of District 6990, or in a ballot by mail, or upon directive of the Board of Directors of Rotary International. The district governor of District 6990 shall provide the Board of Directors of Rotary International with notice of a decision by the clubs in District 6990 to dissolve the Corporation and shall provide a final report upon the completion of the dissolution process to the General Secretary of Rotary International.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 20th day of February, 2007

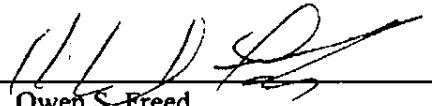


Owen S. Freed, Incorporator  
Suite 2200, 150 West Flagler Street  
Miami, FL. 33130

**REGISTERED AGENT**

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation of **ROTARY INTERNATIONAL DISTRICT 6990, INC.**, and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.

This 20th day of February, 2007.



Owen S. Freed  
Registered Agent