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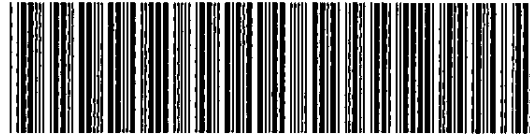
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ATTORNEY
THOMAS REED
PROFESSIONAL LIMITED LIABILITY COMPANY

104 South Old Dixie Highway
Lady Lake, Florida 32159
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Florida Bar No. 301116

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No. 245743

July 13, 2012

Florida Department of State
New Filing Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

first

Re: Rotary Club of The Villages – Evening, Inc.

Dear Sir:

Enclosed is an original and one copy of the Articles of Incorporation of the above not-for-profit corporation.

Also enclosed is a check in the amount of \$87.50 for the filing fee, the registered agent designation fee, the certified copy fee and the certificate of status fee. Please file the Articles upon receipt.

If I have overlooked anything, or if you have any questions, please let me know. My email address is reedtg3@comcast.net.

Very truly yours,

Thomas Reed

Thomas Reed

enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ROTARY CLUB OF THE VILLAGES – EVENING, INC.**

The undersigned, acting as incorporator of a non-profit corporation pursuant to Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation.

**ARTICLE I
NAME, PRINCIPAL OFFICE, AND MAILING ADDRESS**

The name of the corporation is Rotary Club of The Villages – Evening, Inc. The principal office of the corporation is located at 16926 SE 94th Sunnybrook Circle, The Villages, FL 32162, but the mailing address of the corporation is P.O. Box 1509, Lady Lake, FL 32158.

**ARTICLE II
EFFECTIVE DATE AND DURATION**

The effective date of the corporation is the date these Articles are received and filed by the Secretary of State. The corporation shall exist in perpetuity until dissolved.

**ARTICLE III
PURPOSE**

The purpose of the corporation is to organize and operate a Rotary Club under the auspices of Rotary International. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 this Article. 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 or in opposition to any candidate for public office.

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 or the corresponding section of any future federal tax code or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future federal tax code.

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes, or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

**ARTICLE IV
BOARD OF DIRECTORS**

The corporation shall have a board of directors. The number of directors constituting the initial board is six. The number of directors may be increased or decreased from time to time by the affirmative vote of a majority of the board of directors, but shall never be less than six.

The initial board of directors, appointed by the Incorporator, are David Lewis (chairman), 2911 Rain Lilly Loop, The Villages, FL 32162, Mary Anne Ashworth, 1304 Baez Way, The Villages, FL 32162, Jeff Kublin, 2576 Birch Avenue, The Villages, FL 32162, Ira Nodelman, 16926 SE 94th Sunnybrook Circle, The Villages, FL 32162, David Babinski, 25 La Grande Boulevard, The Villages, FL 32159, and Ken Carter, 568 Devonshire Way, The Villages, FL 32162.

Replacement (or additional) directors shall be elected by the affirmative vote of a majority of the directors then in office or, if no director remains, by the circuit court of the county where the registered office of the corporation is located on the petition of any person.

The board of directors may take any action without a meeting if the action is taken by all of the members of the board and is evidenced by one or more written consents describing the action taken, signed by each director, and filed with the secretary of the corporation as part of the corporate records. Any action so taken shall become effective when the last director signs the consent unless the consent specifies a different effective date. Any action so taken has the effect of a meeting vote and may be described as such in any document.

**ARTICLE V
OFFICERS**

The corporation shall have a president, a vice-president, a secretary, and a treasurer, elected annually by the affirmative vote of a majority of the board of directors.

The initial officers of the corporation are David Lewis, president, Jeff Kublin, vice-president, Ira Nodelman, secretary, and David Babinski, treasurer.

**ARTICLE VI
MEMBERS**

Rotary Club of The Villages – Evening shall have members in accordance with the requirements of Rotary International. The corporation, however, shall not have members as that term is applied to corporations not for profit.

**ARTICLE VII
INDEMNIFICATION**

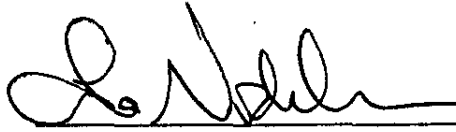
The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE VIII
REGISTERED OFFICE AND REGISTERED AGENT**

The corporation's initial registered office is located at 16926 SE 94th Sunnybrook Circle, The Villages, FL 32162, and the name of its initial registered agent at said address is Ira Nodelman.

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

Having been named as Registered Agent of Rotary Club of The Villages – Evening, Inc., a Florida non-profit corporation, and having been designated to accept service of process for the corporation at 16926 SE 94th Sunnybrook Circle, The Villages, FL 32162, I hereby accept appointment as Registered Agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Ira Nodelman
Registered Agent

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TALLAHASSEE, FLORIDA

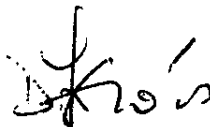
**ARTICLE IX
AMENDMENT OF ARTICLES**

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, by the affirmative vote of a majority of the board of directors.

**ARTICLE X
INCORPORATOR**

The name and address of the incorporator of this corporation is David Lewis, 2911 Rain Lilly Loop, The Villages, FL 32162.

EXECUTED in the State of Florida on this 13 day of July, 2012.



David Lewis
Incorporator