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OF COUNSEL:
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February 7, 1995

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Loria Poole
Corporate Specialist
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

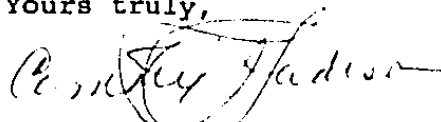
RE: Kiwanis Club of the Western Communities of Palm Beach
County, Florida, Inc.
Reference Number W94000027586

Dear Ms. Poole:

Pursuant to your letter of December 30, 1994 (attached), enclosed please find revised Articles of Incorporation for the above-captioned. An additional copy is enclosed to be stamped and returned to me at the address listed above.

Thank you for your attention to this matter.

Yours truly,



Cynthia J. Jackson

CJJ/dec
Enc.

kiwanis\corp.ltr



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 30, 1994

CYNTHIA J. JACKSON
LEWIS VEGOSEN & ROSENBAACH, P.A.
P.O. BOX 4388
W PALM BEACH, FL 33402-4389

SUBJECT: KIWANIS CLUB OF THE WESTERN COMMUNITIES OF PALM
BEACH COUNTY, FLORIDA
Ref. Number: W94000027586

We have received your document for KIWANIS CLUB OF THE WESTERN COMMUNITIES OF PALM BEACH COUNTY, FLORIDA and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

Please return 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 (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 394A00054877

ARTICLES OF INCORPORATION
OF
KIWANIS CLUB OF THE WESTERN COMMUNITIES OF
PALM BEACH COUNTY, FLORIDA, INC.

The undersigned, acting as incorporators of a corporation not for profit pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation of such corporation:

ARTICLE I - NAME

The name of this corporation is KIWANIS CLUB OF THE WESTERN COMMUNITIES OF PALM BEACH COUNTY, FLORIDA, INC.

ARTICLE II - PRINCIPAL ADDRESS

5545 Benchmark Lane, Sanford, FL 32773-8116

ARTICLE III - EXISTENCE

The existence of this corporation shall be perpetual.

ARTICLE IV - COMMENCEMENT

This corporation shall commence on the date of execution and acknowledgement of these Articles.

ARTICLE V - PURPOSE

The purpose of this corporation are:

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.

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TALLAHASSEE, FLORIDA

EFFECTIVE DATE
2-6-95

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 club known as the Kiwanis Club of Wellington, and its members.

8. To do all such things as are incidental or conducive to the attainment of the above objects.

ARTICLE VI - QUALIFICATIONS OF MEMBERS

The qualifications of members and the manner of their admission shall be in accordance with the provisions set forth in the by-laws.

ARTICLE VII - CAPITAL STOCK

This corporation is organized under a non-stock basis.

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 500 South Australian Avenue, 10th Floor, West Palm Beach, Florida 33401 and the name and address of the initial registered agent is CYNTHIA J. JACKSON, 500 South Australian Avenue, 10th Floor, West Palm Beach, Florida 33401.

ARTICLE IX - DISSOLUTION

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(4) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State or Local Government for exclusive public purpose.

ARTICLE X - INITIAL BOARD OF DIRECTORS

The Board of Directors shall consist of the elected officers and six (6) additional elected directors. Election of Directors shall be in accordance with the procedure designated in the corporation bylaws. The names and addresses of the initial directors of the corporation are:

President	Cynthia J. Jackson 500 South Australian Avenue 10th Floor West Palm Beach, FL 33401
First Vice President	John Spillane 12773 W. Forest Hill Blvd. #21 West Palm Beach, FL 33414
Second Vice President	Jason Colman 11924 Forest Hill Blvd. Wellington, FL 33414
Secretary	Ron Smith 13175 Chadwick Court #34 West Palm Beach, FL 33414
Treasurer	Wayne Katz 4376 Daffodil Circle South Palm Beach Gardens, FL 33410
Other Directors:	Jay Colman 11924 Forest Hill Blvd. Wellington, FL 33414
	Lewis Chodroff 1901 Lynton Circle Wellington, FL 33414
	Dave Friedman 13860 Wellington Trace, #23 Wellington, FL 33414
	Steve Hlasnicek 119 Old Country Road Wellington, FL 33414
	Buck Jordan 1411 Tecoma Drive Wellington, FL 33414
	Karen Schofield

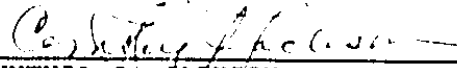
250 Sandpiper Avenue
Royal Palm Beach, FL 33411

ARTICLE XI - INCORPORATOR

The name and address of the person signing these Articles
is:

CYNTHIA J. JACKSON
500 South Australian Avenue - 10th Floor
West Palm Beach, Florida 33401

IN WITNESS WHEREOF, the undersigned incorporator has executed
these Articles of Incorporation this 6 day of February, 1995.




CYNTHIA J. JACKSON, Incorporator

STATE OF FLORIDA)
) SS.:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day personally came and appeared
before me, the undersigned notary public authorized to take
acknowledgments in the state and county set forth above, CYNTHIA J.
JACKSON, known to me and who produced Florida Driver's License No.
J4250-110-58-669-0 as identification, and known by me to be the
person who executed the foregoing Articles of Incorporation, and
she acknowledged before me that she executed those Articles of
Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal this 6 day of February, 1995.



Notary Public
Commission No. _____

My commission expires:



DONNA CAMERON
My Commission CC376573
Expires May 18, 1995

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--THAT KIWANIS CLUB OF THE WESTERN COMMUNITIES OF PALM BEACH COUNTY, FLORIDA, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF SANFORD, STATE OF FLORIDA, HAS NAMED CYNTHIA J. JACKSON LOCATED AT 500 SOUTH AUSTRALIAN AVENUE, 10TH FLOOR, CITY OF WEST PALM BEACH, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: Cynthia J. Jackson
CYNTHIA J. JACKSON

TITLE: Incorporator

DATE: February 6, 1995

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: Cynthia Jackson
Registered Agent

DATE: February 6, 1995

kiwanis\articles.inc

FILED
95 FEB 10 AM 10:56
PALM BEACH COUNTY FLORIDA