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May 17, 1999

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

RE: Articles of Incorporation for
Jupiter/Tequesta Sunrise Rotary Club Endowment, Inc.
A Florida Non-Profit Corporation

FILED
99 MAY 19 AM 8:53
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Dear Sir/Madam:

Enclosed please find the original, plus one copy, of the Articles of Incorporation for the above-referenced corporation. We would appreciate your filing the original with your office and forwarding a certified copy back to our office.

In support of our request, we have enclosed our check in the amount of $78.75 which represents the following charges:

Filing Fee	$35.00
Certified Copy	8.75
Registered Agent Designation	35.00
Total	$78.75

Thank you for your assistance in this matter. Please do not hesitate to contact me should you have any questions.

Sincerely,

Chris Zingman
Legal Assistant

Enclosures

D. BROWN MAY 25 1999

ARTICLES OF INCORPORATION

OF

JUPITER/TEQUESTA SUNRISE ROTARY CLUB ENDOWMENT, INC.

A FLORIDA NONPROFIT CORPORATION

ARTICLE I
Name

The name of the Corporation is JUPITER/TEQUESTA SUNRISE ROTARY CLUB ENDOWMENT, INC.

ARTICLE II
Principal Office and Address

The address of the principal office of the corporation is 801 Maplewood Drive, Suite 22A, Jupiter, Florida 33458-8821, and the mailing address is the same.

ARTICLE III
Purpose

The Corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment), or for the prevention of cruelty to children or animals, as specified in Subsection 501(c)(3) of the Internal Revenue Code of 1986.

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, trustee, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, trustee, director, or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(b) No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Internal Revenue Code Subsection 501(h)], or participating in, or intervening in [including the publication or distribution of statements], any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Subsection 501(c)(3) of the Internal Revenue Code of 1986 or (ii) by a corporation contributions to which are deductible under Subsection 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(d) In the event of the liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary or by operation of law, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Subsection 501(c)(3) of the Internal Revenue Code of 1986, as amended.

(e) Any other provisions herein notwithstanding, no member, trustee, director, officer, or private individual shall engage in any act of self-dealing as defined in Subsection 4941 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor fail to distribute an amount of income required to avoid incurring tax liability under Subsection 4942 of the Internal Revenue Code of 1986, or corresponding provisions of subsequent federal tax laws; nor retain any excess business holdings as defined in Subsection 4943 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor make any taxable expenditures as defined in Subsection 4945 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE IV
Directors

There shall be not less than three (3) members of the board of Directors of the Corporation and not more than ten (10). Additional Directors may be added from time to time by the majority vote of Directors then serving.

The names and addresses of the persons who are to serve as Directors until the first election thereof are as follows:

Ellen Wilson	300 Ocean Trail, #401 Jupiter, Florida 33477
Murray Steinfeld	3101 PGA Blvd. Jupiter, Florida 33401
David K. Nickerson, Jr.	1001 N. U.S. Highway One Suite 304 Jupiter, Florida 33477

Any action required or permitted to be taken by the board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this Corporation authorize the Board to so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE V.
Registered Office and Agent

The street address of this corporation's initial registered office in Florida is 801 Maplewood Drive, Suite 22A, Jupiter, Florida 33458-8821 and the name of its initial registered agent at that address is Carlos J. Berrocal. The principal place of business shall also be at that same address.

ARTICLE VI
Membership

Unless otherwise provided in the Corporation's Bylaws, the Corporation shall not have any members, and shall be considered a non-membership organization.

ARTICLE VII
Membership Control

The Corporation shall be governed by its Board of Directors; the Directors of which shall serve indefinitely, unless sooner removed by their own resignation or by the majority vote of a quorum of the Board of Directors. As such, any applicants elected to the membership of the Corporation pursuant to the Bylaws of the Corporation shall be without right or entitlement to vote on any corporate matter, whether or not such matter requires the vote of members or shareholders under Florida Statute Chapter 607. The Board of Directors may, however, delegate so much of its authority to officers of the Corporation, committees composed of members, if any, directors, officers, or individuals, or any combination thereof, as it deems advisable to fulfill its tax-exempt purposes.

ARTICLE VIII
Nonstock Corporation

The Corporation shall be considered organized on a nonstock basis, and. therefore, certificates of shares of stock in the Corporation shall not be issued.

ARTICLE IX
Bylaws

The first Bylaws of the Corporation will be adopted by the Board of Directors named herein. Upon proper notice, the Bylaws may be amended, altered, or rescinded by the affirmative vote of fifty-one (51%) percent of the Board of Directors.

ARTICLE X
Amendments

These articles of Incorporation may be amended at any meeting of the Board of Directors, by the affirmative vote of fifty-one (51%) percent of its members, at any regular meeting or at any special meeting called for that purpose, provided that such proposed amendments shall be plainly stated in the call for the meeting in which they are to be considered.

ARTICLE XI
Incorporators

The name and address of the subscribers of these Articles of Incorporation is:

Carlos J. Berrocal — 801 Maplewood Drive, Suite 22A
Jupiter, Florida 33458-8821

IN WITNESS WHEREOF, I have subscribed my name this 13 day of May, 1999.

Carlos J. Berrocal, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

On this day personally appeared before me, the undersigned authorities, Carlos J. Berrocal, known to me to be the individual who executed the foregoing Articles of Incorporation and he acknowledged before me that the same were executed for the purpose therein expressed.

WITNESS my hand and official seal in the above-named County and State this 13 day of May, 1999.

Notary Public, State of Florida
My Commission Expires:

(SEAL)

OFFICIAL NOTARY SEAL
CHRISTINA ZINGMAN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC470728
MY COMMISSION EXP. JULY 17,1999

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAY 19 AM 8:51

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 607.0501 Florida Statutes, the following is submitted:

Jupiter Tequesta Sunrise Rotary Club Endowment, Inc., a Florida Not-For-Profit Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business at 801 Maplewood Drive, Suite 22A, Jupiter, State of Florida, has named Carlos J. Berrocal, located at 801 Maplewood Drive, Suite 22A, Jupiter, Florida 33458-8821, as its agent to accept service of process within Florida.

DATE: 5/13/99

Carlos J. Berrocal, Incorporator

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.

DATE: 5/13/99

Registered Agent

STATE OF FLORIDA

COUNTY OF PALM BEACH

On this 13 day of May, 1999, before me, the subscriber, personally appeared Carlos J. Berrocal, to me personally known and known to me to be the same person described in and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

(SEAL)

Notary Public, State of Florida
My Commission expires:

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OFFICIAL NOTARY SEAL
CHRISTINA ZINGMAN
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION [illegible]
MY C[illegible] JULY 17,1999