

N98000001268

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February 20, 1998

Secretary of State
The Capitol
Tallahassee, FL 32304

ATTN: Corporation Division

RE: KIWANIS CLUB OF BIG LAGOON FOUNDATION, INC.

Dear Sir:

We are enclosing herewith the original and one copy of the Articles and Resident Agent Form. We would appreciate your furnishing a certified copy of the same. We are enclosing herewith a check for \$70.00 to cover fees.

PLEASE CONTACT MY OFFICE COLLECT IF YOU HAVE ANY QUESTIONS.

SINCERELY,


STEPHEN M. GUTTMANN

SMG/km

Enclosures.

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*****70.00 *****70.00

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98 MAR -4 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W98-4309
yu 3/4/98



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 26, 1998

STEPHEN N. GUTTMAN
314 SOUTH BAYLEN STREET
SUITE 203
PENSACOLA, FL 32501

SUBJECT: KIWANIS CLUB OF BIG LAGOON FOUNDATION, INC.
Ref. Number: W98000004309

We have received your document for KIWANIS CLUB OF BIG LAGOON FOUNDATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of 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 (850) 487-6067.

Neysa Culligan
Document Specialist

Letter Number: 498A00010886

Articles of Incorporation of
Kiwanis Club of Big Lagoon Foundation, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: NAME

That the Name of the said corporation shall be Kiwanis Club of Big Lagoon Foundation, Inc.

SECOND: LOCATION

The principal office of the corporation for the transaction of business is within Escambia County Florida, and the mailing address is Box 34259, Pensacola, FL 32507.

THIRD: OFFICE

The corporation designates 16335 Perdido Key Drive, Pensacola, Florida 32507- 5039 (P.O. Box 34259 Pensacola, Florida 32507) as its registered office and Robert Alexander whose address is 16335 Perdido Drive, Pensacola, Florida 32507 as its registered agent, pursuant to Florida statutes 607.034.

FOURTH: LENGTH

The corporation shall have perpetual existence.

FIFTH: PURPOSE

(a) The purposes for which said corporation is formed are to assist needy persons, particularly young people; to assist worthy youth in attaining vocational excellence, and to aid handicapped persons in regaining happy useful lives through the expending of funds directly for such purposes or by the furnishing of funds to other organizations organized for charitable, scientific research, educational purposes, religious or community service all within the purview of section 501(c)(3) of the Internal Revenue Code and the Regulations thereunder.

(b) The said foundation will support primarily local activities through grants and funds, worthy charitable and community service endeavors such as: The Sacred Heart Children Hospital Foundation, (Children Miracle Network Telethon), the local Association of Retarded Citizens (ARC), Aktion club, the elementary, middle, high schools, or scouting.

SIXTH: FLORIDA

This corporation is organized pursuant to the Florida Statutes Chapter 617.

SEVENTH: DIRECTORS

The minimum number of directors of this corporation shall be five (5) and the method of election is as stated in the bylaws.

EIGHTH: ADDRESS OF FIRST DIRECTORS

The names and address of those chosen to serve as directors until election and qualification of their successors are:

Norman Jeter
14070 Waterview DR
Pensacola Fl 32507

Walter Viglienzzone
5039 Challenger Way
Pensacola Fl 32507

David Herman
5933 Kaiser Lane
Pensacola Fl 32507

Robert Alexander
16335 Perdido Key DR
Pensacola Fl 32507

Russell James
4018 Indigo Drive
Pensacola Fl 32507

NINTH: MEMBERS

The authorized number and qualifications of members of the corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability to dues and assessments and the method of collection thereof, shall be set forth in the bylaws.

TENTH: NON-PROFIT

This corporation dose not contemplate the distribution of gains, profits or dividends to members thereof, and is organized for non-profit purposes; no part of any net earnings or assets thereof shall inure to the benefit of any members or any individual.

ELEVENTH: DISSOLUTION

In event of dissolution of this corporation after paying or adequately providing for the debts or obligations of this corporation, the directors, or persons in charge of the liquidation, shall grant, convey, assign and transfer the remaining assets of this corporation unto:

(1) A state, a territory, a possession of the United States, or any political subdivision of any of the foregoing; or to the United States or District of Columbia, to be

used exclusively for public purposes:

(2) a corporation, trust, community chest, fund or foundation:

(a) created or organized in the United States or in any possession thereof, or under the law of the United States, any state or territory, the District of Columbia or any possession of the United States; or

(b) Organized and operated exclusively for religious, charitable, scientific, literary or educational purpose.

(c) No part of the net earnings of which inures to the benefit of any private shareholder or individual; and

(d) No substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

The assets transferred to any organization listed above shall be used within the United States on any of its possessions, exclusively for the purposes specified in subparagraph (b).

No such organization listed above shall qualify for distribution unless such organization shall be an organization, association, or foundation organized and operated exclusively for charitable, religious, scientific or educational purposes which is tax-exempt, non-profit corporation under the United States Internal Revenue Code, and which is recognized as such by the United States Bureau of Internal Revenue.

If the corporation holds any assets in trust at the time of dissolution thereof, such assets shall be disposed of in such a manner as may be directed by decree of the Superior Court in the county in which the dissolved corporation has its principal office, upon petition therefor by the Attorney General, or any person concerned in the liquidation.

TWELFTH: KIWANIS INTERNATIONAL

(a) The corporation and its members will at all times abide by and be governed and controlled by the Constitution, Bylaws and Policies of Kiwanis International now in force or hereafter from time to time adopted, insofar as any provision of such Constitution and Bylaws may be applicable;

(b) the corporation will comply with all conditions and requirements as Kiwanis International may prescribe;

(c) whenever requested by the Board of Trustees of Kiwanis International, the corporation shall dissolve or change its form of organization, as may from time to time be requested by said Board; and

(d) no amendments to the Articles of Incorporation or corporate bylaws or change in purpose of the corporation shall be made without consent of Kiwanis International.

IN WITNESS WHEREOF the persons who are to act in the capacity of the first directors of this corporation have set there hands this 30th day of December, 1997.

Norman Jeter
Norman Jeter

Walter Viglienza
Walter Viglienza

David Herman
David Herman

Robert Alexander
Robert Alexander

Russell James
Russell James

I HEREBY CERTIFY that on this day, before me, a Notary Public, authorized by the State of Florida and County named above to take acknowledgments, personally appeared Norman Jeter, Walter Viglienza, David Herman, Robert Alexander and Russell James, to me personally known to be the persons described as the Subscribers in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal this the 30th day of December, 1997.

Shannon K. Franey
NOTARY PUBLIC



OFFICIAL SEAL
SHANNON K. FRANEY
My Commission Expires
March 14, 2001
Comm. No. CC628158

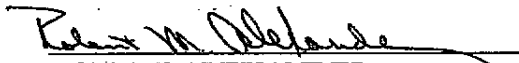
CERTIFICATE DESIGNATING RESIDENT AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance of said act:

FIRST: That the KIWANIS CLUB OF BIG LAGOON FOUNDATION, INC., desiring to organize under the laws of the State of Florida and its principal office as indicated in the Articles of Incorporation at City of Pensacola, County of Escambia, State of Florida, has named Robert Alexander, as its resident Agent.

ACKNOWLEDGMENT

Having been named as resident agent for the above corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of the said Act relative to keeping open said office.


ROBERT ALEXANDER

FILED
98 MAR -4 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA