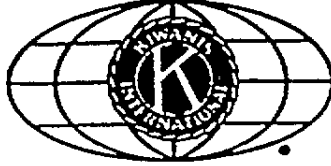


NO00000004553
KIWANIS CLUB OF LAKE MARY/HEATHROW
POST OFFICE BOX 953574
LAKE MARY, FLORIDA 32795-3574



June 21, 2000

Via Priority Mail

Secretary of State
Corporation Division
Post Office Box 6327
Tallahassee, Florida 32314

**RE: Request for Incorporation
Kiwanis Club of Lake Mary/Heathrow, Florida, Inc.**

400003305244--6
-06/26/00--01150--008
*****78.75 *****78.75

Dear Sir or Madam:

Enclosed herewith please find executed Articles of Incorporation for the above referenced organization.

I have enclosed as well, a photocopy of the Resolution, our club By-Laws, and the Consent to Incorporate Club form from Kiwanis International, our parent organization.

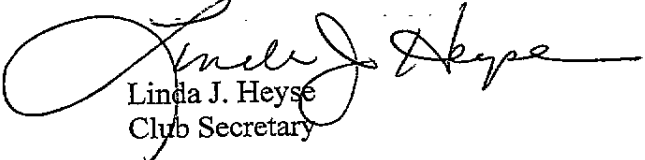
I understand the fee to file the Articles of Incorporation is \$70.00 which I have included, as well as an additional \$8.75 to receive a certified copy of the filed Articles.

Please use the enclosed self-addressed, prepaid Federal Express envelope to return the document(s) to me.

Should you have any question with regard to this request, please contact me at 1-800-678-6965.

Thank you in advance for your assistance and cooperation in this matter.

Sincerely,
KIWANIS CLUB OF LAKE MARY/HEATHROW, FLORIDA


Linda J. Heyse
Club Secretary

/ljh

Enclosures: as stated

FILED
00 JUL 10 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-10
~~16634~~
wcc



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 29, 2000

LINDA J. HAYSE
P. O. BOX 953574
LAKE MARY, FL 32795-3574

SUBJECT: KIWANIS CLUB OF LAKE MARY/HEATHROW, FLORIDA, INC.
Ref. Number: W00000016631

We have received your document for KIWANIS CLUB OF LAKE MARY/HEATHROW, FLORIDA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

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) 487-6995.

Wanda Cunningham
Document Specialist

Letter Number: 600A00036767

ARTICLES OF INCORPORATION
OF
KIWANIS CLUB OF LAKE MARY/HEATHROW, FLORIDA, INC.

FILED
00 JUL 10 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, for the purpose of organizing a corporation, not for profit, under the laws of the State of Florida, do make, subscribe, acknowledge, and tender to the office of the Secretary of State of Florida, for its approval, the following Articles of Incorporation.

ARTICLE I

Name

The name of this corporation shall be KIWANIS CLUB OF LAKE MARY/HEATHROW, FLORIDA, INC.

Its mailing address shall be P.O. Box 953574, Lake Mary, Florida 32795-3574

ARTICLE II

Purposes

The purposes for which this Corporation is organized are as follows:

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.
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 unincorporated club, known as the Kiwanis Club of Lake Mary/Heathrow, Florida, and its members.
8. To do all such things as are incidental or constructive to the attainment of the above objects.

ARTICLES III

Membership

The members of the corporation shall be elected by the membership in accordance with the By-Laws.

Membership shall consist of five classes: Active, Reserve, Privileged, Senior and Honorary. By-Laws shall prescribe the rights and the duties of each class of membership.

ARTICLES IV

Term

This corporation shall have perpetual existence.

ARTICLE V

Subscribers

The names and residences of the subscribers to these Articles of Incorporation are as follows:

Charles R. Jones, 769 Lakeworth Circle, Heathrow, Florida 32746;
Micah M. Botts, 619 Green Briar Blvd., Altamonte Springs, Florida 32714;
Marvice M. Sonne, 32520 Scenic Hills Drive, Mt. Dora, Florida 32757
Helen F. Dow, 5347 Fawn Woods Court, Sanford, Florida 32771;
Linda J. Heyse, 106 Commerce Street, Ste. #110, Lake Mary, Florida 32746

ARTICLES VI

Officers

The affairs of this corporation shall be managed by the following officers and directors:

President, President Elect, Vice-President, Secretary, Treasurer, and five directors.

The offices of Secretary and Treasurer may be held by the same person.

The election of officers and directors shall be held at the annual meeting. Voting shall be by ballot and shall not be cumulative. Only active, privileged and senior members present and in good standing may vote. There shall be no voting by proxy.

ARTICLE VII

The board of Directors shall consist of ten persons, and shall be made up of mostly Directors and Officers set forth in the above ARTICLE VI. The names and addresses of the persons who are to serve as officers and directors of the corporation until the first election under these Articles are as follows:

Name	Office	Address
Charles R. Jones	President	769 Lakeworth Circle Heathrow, Florida 32746
Micah M. Botts	President Elect	619 Green Briar Blvd. Altamonte Springs, Florida 32714
Marvin M. Sonne	Vice President	32520 Scenic Hills Drive Mt. Dora, Florida 32757
Linda J. Heyse	Secretary	106 Commerce St., Ste # 110 Lake Mary, Florida 32746
Helen F. Dow	Treasurer	5347 Fawn Woods Court Sanford, Florida 32771
Elizabeth A. Jones	Director (2-year term)	769 Lakeworth Circle Heathrow, Florida 32746
David M. Wells	Director (2-year term)	7254 Glasgow Avenue Orlando, Florida 32819
Ridge Moreland	Director (2-year term)	177 Painted Post Pt. Sanford, Florida 32771
Bob Martin	Director (1-year term)	313 Meadow Beauty Terrace Sanford, Florida 32771
Betty Gillespie	Director (1-year term)	417 San Sebastian Prado Altamonte Springs, Florida 32714

ARTICLE VIII

By-Laws and Amendments

The By-Laws are to be originally made and may thereafter be altered or rescinded, if in conformity with the Constitution and By-Laws of Kiwanis International by a two-thirds vote of the active, privileged and senior members representing any meeting of the club, provided written notice of the proposed amendment shall have been given to the members at least two whole weeks prior to the meeting. There shall be no voting by proxy.

ARTICLE IX

Amendments to Articles

Amendments to these Articles of Incorporation may be proposed and adopted in the same manner as the By-Laws are amended, as recited in Article VIII above.

ARTICLE X

This organization shall be and hereby is affiliated with Kiwanis International, and is subject to the Constitution and By-Laws of such body insofar as the affect and prescribe the functions of local Kiwanis Clubs and are not in conflict with these Articles.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 21st day of JUNE, 2000.

Charles R. Jones (SEAL)
CHARLES R. JONES, PRESIDENT
Linda D. Heyse (SEAL)
LINDA D. HEYSE, SECRETARY
Helen F. Dow (SEAL)
HELEN F. DOW, TREASURER

STATE OF FLORIDA)
COUNTY OF SEMINOLE)

I HEREBY CERTIFY that on this day before me, a notary public duly authorized in the State and County above named to take acknowledgments, personally appeared CHARLES R. JONES, LINDA D. HEYSE, and HELEN F. DOW to me known to be the persons described as Subscribers in and who EXECUTED the foregoing Articles of Incorporation, and they acknowledged before that they subscribed to those Articles of Incorporation.

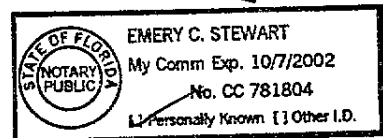
WITNESS of hand and seal in the County and State named above, this 21 day of

JUNE, 2000.



Notary Public

My commission expires:



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**


PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: KIWANIS CLUB OF LAKE MARY/HEATHROW FLORIDA, INC.
2. The name and address of the registered agent and office is:

LINDA J. HEYSE
106 COMMERCE STREET, STE. 110
LAKE MARY, FL 32746

FILED
00 JUL 10 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this 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.


(Signature)

7.07.00
(Date)