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TRANSMITTAL LETTER

FILED
AUG 7 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: MIAMI SHORES ROTARY FOUNDATION, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

700003347717--8
-08/07/00--01110--021
*****78.75 *****78.75

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: JOHN E. FITZGERALD, JR., ESQ.
Name (Printed or typed)
581 NE 91 STREET
Address
MIAMI SHORES, FL 33138
City, State & Zip
(305) 751-8556
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

8-10
WC

ARTICLES OF INCORPORATION

OF

MIAMI SHORES ROTARY FOUNDATION, INC.

FILED
00 AUG -7 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, hereby acts as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the Corporation ("Corporation") is MIAMI SHORES ROTARY FOUNDATION, INC.

ARTICLE II

The street address of the principal office of the Corporation is 9165 Park Drive, Miami Shores, FL 33138.

ARTICLE III

The purpose for which the corporation is organized is: For any lawful purpose or purposes not for pecuniary profit and not specifically prohibited to corporation under other laws of this state. Such permitted purposes shall include, without limitation, charitable, benevolent, educational and civic purposes. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, 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 IRC Section 501 (c)(3) purposes. No member, trustee, 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. Upon dissolution of the corporation, the corporation's assets shall be transferred to the Rotary International Foundation. 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 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 corresponding section of any future Federal Tax Code.)

ARTICLE IV

The manner in which the directors are elected or appointed shall be stated in the By-Laws.

ARTICLE V

The initial board of directors shall consist of four (4) members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

Name	Address
<u>JOHN E. FITZGERALD, JR.</u>	<u>581 NE 91 Street</u> <u>Miami Shores, FL 33138</u>
<u>PATRICK L. DUFFY</u>	<u>9718 NE 2 Avenue</u> <u>Miami Shores, FL 33138</u>
<u>STEVEN J. JOHNSON</u> Secretary-Treasurer/Director	<u>9165 Park Drive</u> <u>Miami Shores, FL 33138</u>
<u>JOSEPH NORDONE</u>	<u>9165 Park Drive</u> <u>Miami Shores, FL 33138</u>

ARTICLE VI


The initial street address of the Corporation's registered office is 9165 Park Drive, Miami Shores, FL 33138. The initial registered agent for the Corporation at that address is STEVEN J. JOHNSON.

ARTICLE VII

The name and street address of the incorporator is:

Name	Address
<u>JOHN E. FITZGERALD, JR.</u>	<u>581 NE 91 Street</u> <u>Miami Shores, FL 33138</u>

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on August 2, 2000.


JOHN E. FITZGERALD, JR.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for MIAMI SHORES ROTARY FOUNDATION, INC. at the place designated in this certificate, the undersigned is familiar with and accepts the appointment as registered agent and agrees to act in this capacity.

8/2/00
DATE


STEVEN J. JOHNSON