

9/14/00



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 SEP 14 PM 3:49

FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

August 25, 2000

RON CLARK  
8130 W. WATERS AVENUE  
SUITE 300-B  
TAMPA, FL 33615

SUBJECT: TOWN 'N COUNTRY ROTARY CLUB MANRIQUE FUND, INC.  
Ref. Number: W00000020981

We have received your document for TOWN 'N COUNTRY ROTARY CLUB MANRIQUE FUND, INC.. However, the document has not been filed and is being returned for the following:

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 000A00045648

EFFECTIVE DATE

9/12/00

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DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

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Ron Clark, acting as incorporator of a corporation under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation.

NAME

The name of the corporation shall be: TOWN 'N COUNTRY ROTARY CLUB  
MANRIQUE FUND, INC.

DURATION

The duration of the Corporation shall be perpetual unless or until the Corporation may be dissolved according to law, and the commencement of the corporate existence shall begin September 12, 2000.

PRINCIPAL PLACE OF BUSINESS

The principal place of business and the mailing address of the Corporation shall be  
8130 West Waters Avenue, Suite 300B, Tampa, Florida 33615.

POWERS

The Corporation shall have all the statutory powers granted to not for profit corporations by the State of Florida, including, but not limited to, the power to contract, sue and be sued, to purchase and hold real and personal property and to perform all other lawful acts necessary for the accomplishment of the purpose set forth in these Articles of Incorporation.

## PURPOSE

The Corporation is organized to provide education assistance and scholarships.

## BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by the Board of Directors. The method of election of Directors shall be as determined by the Bylaws of the Corporation. The Board of Directors shall have such power as may be granted them according to the Bylaws of the Corporation and laws of the State of Florida.

The initial Board of Directors consists of the following three (3) individuals:

Ron Clark, President	8130 W. Waters Ave. Ste. 300B Tampa, FL 33615
Bob Pettit, Vice-President	8130 W. Waters Ave. Ste. 300B Tampa, FL 33615
Bob Ellis, Secretary/Treasurer	8130 W. Waters Ave. Ste. 300B Tampa, FL 33615

## ORGANIZATION

The officers of the Corporation shall be: The President, Vice-President, Secretary, and Treasurer, and shall be elected by the Board of Directors.

The Corporation shall not be operated for pecuniary gain or profit. No part of the property of the Corporation and no part of its net earnings shall go to the benefit of any Director or other private individual. The Corporation shall never be authorized to engage in any activity contrary to the purposes for which the Corporation is organized.

## BYLAWS

The Bylaws of the Corporation may be adopted, altered or rescinded only in such manner as said Bylaws provide.

## INCORPORATORS

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Ron Clark	8130 W. Waters Ave. Suite 300-B Tampa, Florida 33615

## REGISTERED AGENT

The name and address of the initial registered office and registered agent is Ron Clark, 8130 West waters Avenue Suite 300B, Tampa, Florida 33615.

## AMENDMENTS TO ARTICLES OF INCORPORATION

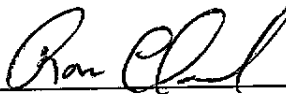
The Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors by a two-thirds vote of the Board of Directors provided, however, that any such proposed amendment or amendments be first mailed to each member of the Board of Directors at least thirty (30) days prior to such regular or special meeting.

## SPECIAL PROVISIONS

Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and

liabilities, including attorney's fees reasonably incurred by or imposed upon him in connected with any proceedings to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the Corporation, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance, nonfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which Director or officer may be entitled.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these  
Articles of Incorporation this 12<sup>th</sup> day of SEPTEMBER, 2000.



Ron Clark  
Incorporator

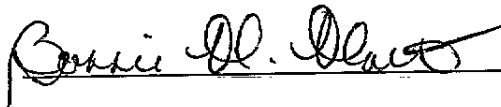
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

IN WITNESS WHEREOF, the undersigned Incorporator has executed these

Subscribed and sworn to before me by RON CLARK

on this 12<sup>th</sup> day of September, 2000.



(SEAL)



Bonnie M. Martin  
MY COMMISSION # CC926105 EXPIRES  
May 13, 2004  
BONDED THRU TROY FAIR INSURANCE, INC.

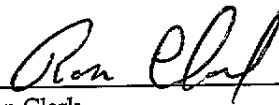
Notary Public

Bonnie M. Martin

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SECRETARY OF STATE  
CLERK OF CORPORATIONS

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IN WITNESS WHEREOF, the undersigned President has executed these  
Articles of Incorporation this 12<sup>th</sup> day of SEPTEMBER, 2000.



Ron Clark  
President

STATE OF FLORIDA

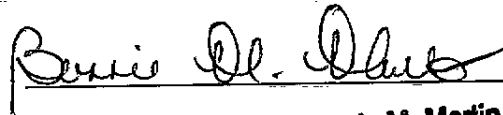
COUNTY OF HILLSBOROUGH

Subscribed and sworn to before me by Ron Clark

on this 12<sup>th</sup> day of September, 2000.



Bonnie M. Martin  
MY COMMISSION # CC926105 EXPIRES  
May 13, 2004  
BONDED THRU TROY FAIR INSURANCE, INC.

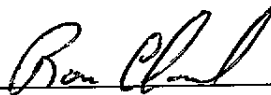


(SEAL)

Notary Public

Bonnie M. Martin

Having been named as Registered Agent for the above-stated Corporation, 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 and I accept the duties and obligations of Section 607.0505, Florida Statutes (1994).



Ron Clark  
Registered Agent