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February 1, 2001

Via Federal Express

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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*****78.75 *****78.75

Re: ROTARY CLUB OF VERO BEACH WEST, FLORIDA, USA, INC.

Dear Sir or Madam:

Enclosed please find the following items regarding the referenced corporation:

1. One original and one copy of Articles of Incorporation for Rotary Club of Vero Beach, West, Florida, USA, Inc. and Designation of Registered Agent.
2. Our Firm check made payable to the Division of Corporations in the amount of \$78.75.

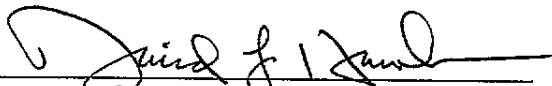
Please keep the original Articles of Incorporation and Designation of Registered Agent for filing and forward a certified copy of the Articles of Incorporation and Designation of Registered Agent to me in the enclosed, self-addressed, stamped envelope.

Should you have any questions or concerns regarding the foregoing, please do not hesitate to contact this office.

Very truly yours,

MOSS, HENDERSON, BLANTON, LANIER,
KRETSCHMER & MURPHY, P.A.

By


David L. Hancock, Esquire

DLH/jae

Enclosures: As stated.

FILED
01 FEB - 1 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

g2/s

ARTICLES OF INCORPORATION
of
ROTARY CLUB OF VERO BEACH WEST, FLORIDA, USA, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. CORPORATE NAME

The name of this corporation is Rotary Club of Vero Beach West, Florida, USA, Inc., hereinafter referred to as the "Corporation."

ARTICLE II. PURPOSE OF CORPORATION

The purposes of this Corporation are to promote social welfare, community and civic development, health, arts, culture, education, human services and other charitable, social and educational purposes permitted tax exempt organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code and for purposes not prohibited by the Florida Not For Profit Corporation Act, as amended.

ARTICLE III. PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation are:

Principal Place of Business: 40 Plantation Drive
Unit 106
Vero Beach, Florida 32966

Mailing Address: P.O. Box 51
Vero Beach, Florida 32960

ARTICLE IV. MEMBERSHIP

The Corporation is authorized to have members as permitted by the Florida Not For Profit Corporation Act and may issue membership certificates or other evidence of membership in the Corporation.

Lawrence Y. Leonard, Esq.
Florida Bar No.: 0000331
Moss, Henderson, Blanton, Lanier, Kretschmer & Murphy, P.A.
817 Beachland Boulevard
Vero Beach, Florida 32963
(561)231-1900

ARTICLE V. INITIAL REGISTERED AGENT AND OFFICE

The name and physical address of the initial registered agent is Edward Oulund, 40 Plantation Drive, Unit 106, Vero Beach, Florida 32966.

The mailing address of the initial registered agent is 40 Plantation Drive, Unit 106, Vero Beach, Florida 32966.

ARTICLE VI. INCORPORATORS

The name(s) and street address(es) of the incorporator(s) of these Articles of Incorporation are

Name	Address
Lawrence Y. Leonard, Esq.	817 Beachland Boulevard Vero Beach, Florida 32963

ARTICLE VII. EFFECTIVE DATE

The effective date of these Articles of Incorporation shall be the date of filing of these Articles of Incorporation and the Corporate existence shall be deemed to commence on that date.

ARTICLE VIII. DIRECTORS OF CORPORATION

The Board of Directors of this Corporation shall consist of nine individuals who are also members of the Corporation. Directors shall be elected or appointed in the manner and for the terms provided in the Corporation's by-laws.

ARTICLE IX. NON-PROFIT CORPORATION

This Corporation is organized exclusively for charitable, religious, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 510(c)(3) of the Internal Revenue Code, as amended, or any corresponding section of any future federal tax code.

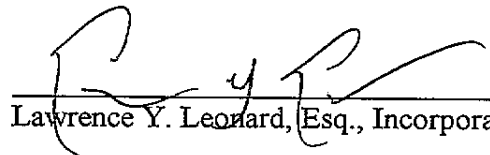
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No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation. 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 any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, 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 any 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 any corresponding section of any future federal tax code.

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by any court having jurisdiction thereof exclusively for such purposes or to such organization(s) as the aforesaid court shall determine, which are organized and operated exclusively for such purposes.

The undersigned has executed these Articles of Incorporation on the 31st day of January, 2001.


Lawrence Y. Leonard, Esq., Incorporator

Lawrence Y. Leonard, Esq.
Florida Bar No.: 0000331
Moss, Henderson, Blanton, Lanier, Kretschmer & Murphy, P.A.
817 Beachland Boulevard
Vero Beach, Florida 32963
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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF F.S. CHAPTER 617, 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: Rotary Club of Vero Beach West, Florida, USA, Inc.
2. The name and address of the registered agent and office is:

Edward Oulund

Street Address:
40 Plantation Drive
Unit 106
Vero Beach, Florida 32966

Mailing Address:
40 Plantation Drive
Unit 106
Vero Beach, Florida 32966

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.


Edward Oulund

Dated: 1-11, 2001

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01 FEB -1 AM 8:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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