

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

NO1000004646

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01 JUL -2 PM 2:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Jupiter Tequesta Sunrise
Rotary Club of South Florida, Inc.

Art of Inc. File _____

LTD Partnership File _____

Foreign Corp. File _____

L.C. File _____

Fictitious Name File _____

Trade/Service Mark _____

Merger File _____

Art. of Amend. File _____

RA Resignation _____

Dissolution / Withdrawal _____

Annual Report / Reinstatement _____

Cert. Copy _____

Photo Copy _____

Certificate of Good Standing _____

Certificate of Status _____

Certificate of Fictitious Name _____

Corp Record Search _____

Officer Search _____

Fictitious Search _____

Fictitious Owner Search _____

Vehicle Search _____

Driving Record _____

UCC 1 or 3 File _____

UCC 11 Search _____

UCC 11 Retrieval _____

Courier _____

RECEIVED
01 JUL -2 PM 12:12
DIVISION OF CORPORATION

Signature _____

Requested by: CD

Name _____

Date 7-2-01

Time 11:00

Walk-In _____

Will Pick Up _____

J. BRYAN JUL - 2 2001

ARTICLES OF INCORPORATION

OF

JUPITER TEQUESTA SUNRISE ROTARY CLUB OF SOUTH FLORIDA, INC.

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01 JUL -2 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A FLORIDA NOT-FOR-PROFIT CORPORATION

ARTICLE I. NAME

The name of the Corporation is **Jupiter Tequesta Sunrise Rotary Club of South Florida, Inc.**

ARTICLE II. DURATION

The term of existence of the corporation is perpetual, and the corporate existence will commence on the filing of these Articles by the Department of State.

ARTICLE III. PURPOSE

The purpose of this corporation is to promote the general welfare and civic community involvement of its members, and any business permitted under the laws of the United States and Florida.

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, trustee, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, trustee, director, 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.

(b) No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Internal Revenue Code Subsection 501(h)], or participating in, or intervening in [including the publication or distribution of statements], any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Subsection 501(c)(3) of the Internal Revenue Code of 1986 or (ii) by a corporation contributions to which are deductible under Subsection 170(c)(2) of the Internal Revenue Code

of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(d) In the event of the liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary or by operation of law, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Subsection 501(c)(3) of the Internal Revenue Code of 1986, as amended.

(e) Any other provisions herein notwithstanding, no member, trustee, director, officer, or private individual shall engage in any act of self-dealing as defined in Subsection 4941 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor fail to distribute an amount of income required to avoid incurring tax liability under Subsection 4942 of the Internal Revenue Code of 1986, or corresponding provisions of subsequent federal tax laws; nor retain any excess business holdings as defined in Subsection 4943 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor make any taxable expenditures as defined in Subsection 4945 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

ARTICLE IV. DIRECTORS

There shall be not less than three (3) members of the Board of Directors of the Corporation and not more than ten (10). Additional Directors may be added from time to time by the majority vote of Directors then serving.

The names and addresses of the persons who are to serve as Directors until the first election thereof are as follows:

Richard Friedkin 10221 Heron Wood Lane, West Palm Beach, FL 33412

Richard Tambor 300 Ocean Trail, #1401, Jupiter, FL 33477

Lisa Wood 316 4th Street, Jupiter, FL 33458

David K. Nickerson, Jr., 1001 N. U.S. Hwy 1, Suite 304, Jupiter, FL 33477

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this Corporation authorize the Board to

so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE V. REGISTERED OFFICE AND AGENT

The street address of this corporation's initial registered office in Florida is **801 Maplewood Drive, Suite 22-A, Jupiter, FL 33458**, and the name of its initial registered agent at that address is **Carlos J. Berrocal**. The principal place of business shall be **1001 N. U.S. Hwy 1, Suite 304, Jupiter, FL 33477**, and the mailing address is **P.O. Box 3643, Tequesta, FL 33469**.

ARTICLE VI. MEMBERSHIP

Unless otherwise provided in the Corporation's Bylaws, the Corporation shall not have any members, and shall be considered a non-membership organization.

ARTICLE VII. MEMBERSHIP CONTROL

The Corporation shall be governed by its Board of Directors; the Directors of which shall serve indefinitely, unless sooner removed by their own resignation or by the majority vote of a quorum of the Board of Directors. As such, any applicants elected to the membership of the Corporation pursuant to the Bylaws of the Corporation shall be without right or entitlement to vote on any corporate matter, whether or not such matter requires the vote of members or shareholders under Florida Statute Chapter 607. The Board of Directors may, however, delegate so much of its authority to officers of the Corporation, committees composed of members, if any, directors, officers, or individuals, or any combination thereof, as it deems advisable to fulfill its tax-exempt purposes.

ARTICLE VIII. NONSTOCK CORPORATION

The Corporation shall be considered organized on a nonstock basis, and, therefore, certificates of shares of stock in the Corporation shall not be issued.

ARTICLE IX. BYLAWS

The first Bylaws of the Corporation will be adopted by the Board of Directors named herein. Upon proper notice, the Bylaws may be amended, altered, or rescinded by the affirmative vote of fifty-one (51%) percent of the Board of Directors.

ARTICLE X. AMENDMENTS

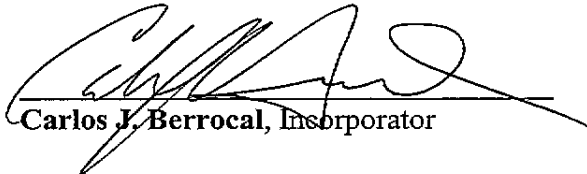
These Articles of Incorporation may be amended at any meeting of the Board of Directors, by the affirmative vote of fifty-one (51%) percent of its members, at any regular meeting or at any special meeting called for that purpose, provided that such proposed amendments shall be plainly stated in the call for the meeting in which they are to be considered.

ARTICLE XI. INCORPORATOR

The name and address at the incorporator of these Articles of Incorporation is:

Carlos J. Berrocal 801 Maplewood Drive, Suite 22-A, Jupiter, FL 33458

IN WITNESS WHEREOF, I have subscribed my name this 29th day of June, 2001.



Carlos J. Berrocal, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

On this 29th day of June, 2001, before me, the subscriber, personally appeared **Carlos J. Berrocal**, who is personally known to me and did not take an oath.



[SEAL]


Notary Public, State of Florida
Print Name: Natasha C. Wright
My Commission Expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0501 Florida Statutes, the following is submitted:

Jupiter Tequesta Sunrise Rotary Club of South Florida, Inc., a Florida Not-For-Profit Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the foregoing Articles of Incorporation, has named

AGENT

ADDRESS

Carlos J. Berrocal


801 Maplewood Drive, Suite 22-A, Jupiter, FL 33458

as its agent to accept service of process within Florida.

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, 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.

DATE: June ^{29th} 2001

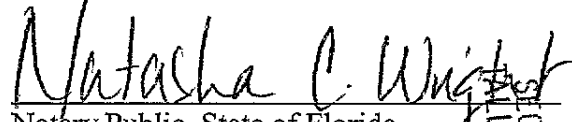

Carlos J. Berrocal, Registered Agent

STATE OF FLORIDA
COUNTY OF PALM BEACH

On this ^{29th} day of June, 2001, before me, the subscriber, personally appeared **Carlos J. Berrocal**, who is personally known and known to me and who did not take an oath.



[SEAL]


Notary Public, State of Florida
Print Name: Natasha C. Wright
My Commission expires:

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01 JUL -2 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA