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HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.

ATTORNEYS AT LAW

ONE INDEPENDENT DRIVE, SUITE 2301

JACKSONVILLE, FLORIDA 32202-5059

H. LEON HOLBROOK

EDWARD C. AKEL

KATHLEEN HOLBROOK COLD

DANIEL D. AKEL

H. LEON HOLBROOK, III

JOHN R. STIEFEL, JR.

THOMAS R. RAY

TELEPHONE

(904) 356-6311

FACSIMILE

(904) 356-7330

December 12, 2001

Secretary of State
Corporations Division
The Capitol
P. O. Box 6327
Tallahassee, Florida 32314

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-12/13/01--01032--015

*****70.00 *****70.00

Re: Articles of Incorporation
Rotary Club of Deerwood Charities, Inc.
Check for \$70.00

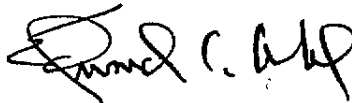
Dear Ladies and Gentlemen:

We enclose the referenced corporate document, in duplicate, together with our check for your fee for filing and furnishing an acknowledgement copy to us.

Please advise us, in writing, of the approval and filing of this instrument and return an acknowledgement copy to the undersigned. Please advise us if you require anything further.

Thank you for your assistance and cooperation.

Very truly yours,



EDWARD C. AKEL

ECA/gp
Enclosure

cc: Ms. Jolly A. Zingaro

FILED
2001 DEC 13 AM 10:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

12/14/01

EFFECTIVE DATE
12/12/01
ARTICLES OF INCORPORATION
OF

ROTARY CLUB OF DEERWOOD CHARITIES, INC.
A Nonprofit Corporation

FILED
2001 DEC 13 AM 10:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, as the incorporator, with other persons being desirous of forming a non-profit corporation under the provisions of Chapter 617 of the Florida Statutes, forms a nonprofit corporation and agrees to the following Articles of Incorporation:

ARTICLE I

The name of this corporation is: ROTARY CLUB OF DEERWOOD CHARITIES, INC.

ARTICLE II

The general nature of the business or businesses to be transacted by this corporation, together with and in addition to the authority and powers conferred by the laws of the State of Florida, is to be organized and shall operate for charitable and educational purposes for the benefit of the general public to establish, promote, assist, contribute to or otherwise encourage charitable and educational pursuits and to support and cooperate with such activities of the Rotary Club of Deerwood, Inc. and Rotary International; in connection therewith, to make distributions, awards and gifts for such purposes; and to do any such acts as are necessary or convenient to attain these purposes.

The corporation intends to qualify for an exemption from taxation under Section 501(c)(3) and qualification under Section 170(c)(2) of the Internal Revenue Code; the corporation shall be prohibited from engaging in any activity prohibited by such sections and regulations and authority promulgated under such sections of the Code; if necessary these Articles of Incorporation shall be amended as may be required to qualify for any such exemption on qualification. 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 by: (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation shall have all of the general authority and powers conferred by the laws of the State of Florida subject to these Articles of Incorporation and By-laws to be adopted to do all things necessary, suitable and proper for the accomplishment of the above purposes and any one or more of them.

ARTICLE III

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 Article II.

ARTICLE IV

Upon the liquidation or dissolution of this corporation, the property of this corporation then remaining after provision for liabilities shall be distributed to Rotary International unless such distribution is prohibited by the applicable exemption from taxation or qualification that may subsequently be obtained; if such distribution is prohibited as provided above, distribution shall be made to one or more organizations which are exempt organizations and qualified under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code, as may be amended, or to the United States, State or local government for exclusive public purposes.

ARTICLE V

The membership of this corporation shall constitute all members of the Rotary Club of Deerwood, Inc. and all other persons of good character and reputation and who support and respect the charitable activities of Rotary Club of Deerwood, Inc. and Rotary International.

ARTICLE VI

The name and address of the incorporator to these Articles is EDWARD C. AKEL, 1 Independent Drive, Suite 2301, Jacksonville, Florida 32202.

ARTICLE VII

This corporation is to exist perpetually and its corporate existence shall begin on December 12, 2001.

ARTICLE VIII

The business of this corporation shall be managed by the Board of Directors. This corporation shall have THIRTEEN directors initially. The number of directors may be changed from time to time by the By-laws, but shall never be less than THREE nor more than FIFTEEN. The Board of Directors shall be elected and hold office in accordance with the By-laws. The president of the Rotary Club of Deerwood, Inc. shall serve as a voting member of the board of directors.

ARTICLE IX

The name and addresses of the persons who are to serve as directors for the ensuing year, or until the first meeting of the members of the corporation are:

James Main, 10157 Whippoorwill Lane, Jacksonville, FL 32256

Robert Davis, 8192 Sabal Oak Way, Jacksonville, FL 32256

Steve Hite, 8199 Wekiva Way, Jacksonville, FL 32257

Paul Bliton, 8248 Rock Hill Lane, Jacksonville, FL 32256

Ed Grenadier, 10228 Deerwood Club Rd., Jacksonville, FL 32256

Jim Henry, 10157 Whippoorwill Lane, Jacksonville, FL 32256

John Kattman, 4069 Atlantic Blvd., Jacksonville, FL 32207
Vic Summers, 8187 Sabal Oak Lane, Jacksonville, FL 32256
Edward C. Akel, 8098 Shady Grove Rd., Jacksonville, FL 32256.
Robert Mitchell, 7737 Wildwood Way, Jacksonville, FL 32256
Earl Benton, 8181 Shady Grove Rd., Jacksonville, FL 32256
Bruce Bartlett, 2369 San Jose Circle N., Jacksonville, FL 32217
Joe Wood, 1888 Edgewood Avenue, South, Jacksonville, FL 32205

ARTICLE X

The initial officers of the corporation shall be President, President-Elect, Vice President, Secretary, Treasurer and such other officers as may be provided in the By-laws. The names of the persons who are to serve as officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President	-	Joe M. Wood, Ph.D.
President Elect	-	Sam Garibay
Vice President	-	Jose Perez
Secretary	-	Larry Matthews
Treasurer	-	Tom Becker
Sargeant at Arms	-	Mike Diaz

ARTICLE XI

The conduct of the business and affairs of this corporation shall be governed by these Articles and By-laws. The By-laws of this corporation shall be such By-laws as the Board of Directors of this corporation shall adopt from time to time.

ARTICLE XII

These Articles of Incorporation may be amended at any regular meeting, a quorum being present, by two-thirds (2/3) vote of members being present.

ARTICLE XIII

The mailing address of this corporation is P.O. Box 26, Middleburg, Florida 32050-0026.
The street address of this corporation shall be c/o Edward C. Akel, 1 Independent Drive, Suite 2301,
Jacksonville, Florida 32202.

The registered office of this corporation and the registered agent at that address are:

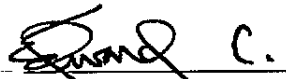
Registered Agent

EDWARD C. AKEL

Registered Office

1 Independent Drive, Suite 2301
Jacksonville, Florida 32202

IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereunto set his
hand and seal on this 12th day of December 2001.


EDWARD C. AKEL

ACCEPTANCE OF REGISTERED AGENT

FILED
2001 DEC 13 AM 10:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Having been named to accept service of process for the above-stated corporation, at the
place designated in the Articles of Incorporation to which this is attached, I hereby accept to act in
this capacity, and agree to comply with the provision of said Act relative to keeping open said of-
fice.


EDWARD C. AKEL
1 Independent Drive, Suite 2301
Jacksonville, Florida 32202