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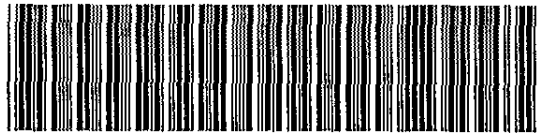
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TALLAHASSEE FLORIDA

4/11/03



KIWANIS INTERNATIONAL

KIWANIS INTERNATIONAL HEADQUARTERS, 3636 WOODVIEW TRACE, INDIANAPOLIS, INDIANA 46268-3196, USA
317-875-8755, ext. 263 Toll Free: 800-549-2647 (U.S. & Canada) FAX: 317-879-0204 E-mail: jwilson@kiwanis.org

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Consent To Incorporate Club - (U. S.)

Having complied with all the conditions and requirements of KIWANIS INTERNATIONAL with reference to the incorporation of the club, consent is hereby given to the

K i w a n i s C l u b o f P A L M B A Y

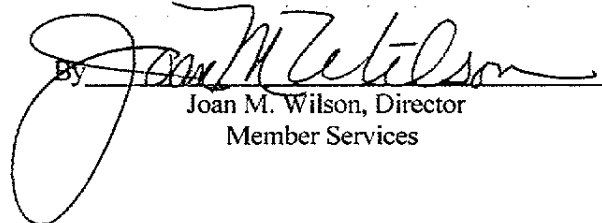
to incorporate without capital stock and not for profit, pursuant to the laws of the

State of Florida

under the name of the **Kiwanis Club of Palm Bay, Incorporated** and according to the Articles of Incorporation submitted to and approved by KIWANIS INTERNATIONAL.

This consent is given on condition that it is revocable by KIWANIS INTERNATIONAL if at any time the club departs from the plan of organization approved by KIWANIS INTERNATIONAL; and that in the event of such revocation, the club will comply with whatever request is made of it by KIWANIS INTERNATIONAL to conform to said plan; or, in the event of failure to so conform, that the club will cause dissolution of said corporation.

KIWANIS INTERNATIONAL, INC.

By 
Joan M. Wilson, Director
Member Services

Dated this 31st day of March, 2003

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ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not for Profit)

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ARTICLE I NAME

The name of the corporation shall be; Kiwanis Club of Palm Bay, Incorporated

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ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
1670 Waco Blvd., S.E., Palm Bay, Florida 32909

ARTICLE III PURPOSE

The purpose for which the corporation is organized is;

- 1) To give primacy to the human and spiritual rather than to the material values of life.
- 2) To encourage the daily living of the Golden Rule in all human relationships.
- 3) To promote the adoption and the application of higher social, business, and professional standards.
- 4) To develop, by precept and example, a more intelligent, aggressive, and serviceable citizenship.
- 5) To provide through this club, a practical means to form enduring friendships, to render altruistic service, and to build better communities.
- 6) To cooperate in creating and maintaining that sound public opinion and high idealism which make possible the increase of righteousness, justice patriotism, and good will.
- 7) For the purposes aforesaid, to take over the assets, rights and franchises of the unincorporated club, known as the Kiwanis Club of Palm Bay, and its members.
- 8) To do all such thing as are incidental or conducive to the attainment of the above objects.

ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed: Elected

ARTICLE V INITIAL DIRECTORS/OFFICERS

The name(s), address(es) and title (s):

Judy McGovern, President
1670 Waco Blvd. S.E.
Palm Bay, Fl. 32909

Debbie Phelps, Vice President
1124 Essen Ave. N.W.
Palm Bay, Fl. 32907

Gayle Whitworth, Secretary
3373 Mazur Dr.
Melbourne, Fl. 32901

Shan Haggas, Treasure
1516 Hayworth Cir. S.W.
Palm Bay, Fl. 32907

Olga Sims, Director
5340 White Heron Lane
Melbourne, Fl. 32934

Bobby Leigh, Director
2511 S. Pinehurst Cir.
Melbourne, Fl. 32901

Sylvia Fells, Director
497 Minor Ave. N.E.
Palm Bay, Fl. 32907

Jack Rhine, Director
1020 Meadowbrook Rd. N.E.
Palm Bay, Fl. 32905

Donna Parker, Director
1627 Saint St. S.E.
Palm Bay, Fl. 32909

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ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

Judy McGovern
1670 Waco Blvd. S.E.
Palm Bay, Fl. 32909

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Judy McGovern
1670 Waco Blvd, S.E.
Palm Bay, Fl. 32909

ARTICLE VIII DISSOLUTION

Whenever requested by the Board of Trustees of Kiwanis International the proposed corporation will dissolve or change its form of organization, and that no change in the corporate structure, or in the purposes and powers of the proposed corporation should be made without the consent of Kiwanis International.

Upon the dissolution of the corporation, the governing board shall after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets or the corporation exclusively for the purposes of the corporation, in such manner to such organization or organizations organized or operated exclusively for charitable, educational, religious, or scientific purposes, as shall at the time qualify as an exempt organization or organization or organizations under Section 501 (c) (3) or the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue law), as the governing board shall determine, Any of such assets not so disposed of shall be disposed of the District Court in the county in which the principal office of the corporation is located, exclusively for such purposes.

.....
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Judy McGovern
Signature/Registered Agent

2/6/03
Date

Judy McGovern
Signature/Incorporator

2/6/03
Date

APPROVED

March 31, 2003
KIWANIS INTERNATIONAL

By [Signature]