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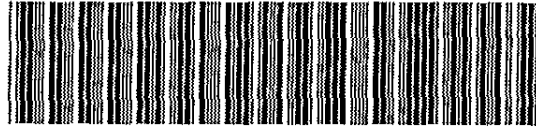
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RICHARD H. HUNT & ASSOCIATES, P.A.

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SENIOR COUNSEL
GEORGE J. BAYA
(1900-1985)

RICHARD H. HUNT¹

¹ALSO ADMITTED IN THE
DISTRICT OF COLUMBIA

April 12, 2003

Via FedEx #7922 2792 4508

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

Re: Incorporation of District 6990 Rotary Elder Program, Inc.

Dear Sir or Madam:

Please find enclosed an executed original Articles of Incorporation for the above referenced corporation not-for-profit, and a true copy thereof, and this firm's check in the amount of \$131.25, for the following charges:

1. Filing fees: Articles of Incorporation	\$35.00
2. Filing fees: Registered Agent Designation	35.00
3. Application for Certificate of Status	8.75
4. Certified copy of document	<u>52.50</u>
Total	\$131.25

Please file the original, and thereafter certify and return the enclosed copy, together with the Certificate of Status evidencing the existence of the corporation, to the undersigned in the stamped and self-addressed envelope.

Very truly yours,

Richard H. Hunt & Associates, P.A.



Richard H. Hunt

Enclosures

**ARTICLES OF INCORPORATION
OF
DISTRICT 6990 ROTARY ELDER PROGRAM, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I
Name**

The name of the corporation shall be:

District 6990 Rotary Elder Program, Inc.

**ARTICLE II
Principal Office**

The principal place of business and mailing address of this corporation is:

4000 Ponce de Leon Boulevard, Suite 470
Coral Gables, Florida 33146

**ARTICLE III
Purposes**

The purposes for which the corporation is organized are:

to provide volunteer services and financial assistance to elderly persons residing in Monroe, Miami-Dade and Broward Counties, in the State of Florida, with a view to prolonging their capacity to sustain themselves with independence and dignity in their own homes and communities, and to defer, for as long as possible, their confinement for institutional residential care;

Prepared by:
Richard H. Hunt, Esq.
2801 Ponce de Leon Boulevard, Suite 810
Coral Gables, Florida 33134
305-461-4050
Florida Bar No. 038118

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to make charitable grants, gifts or contributions to or for the exclusive benefit of elders in need or at risk, to prevent or alleviate suffering or risk of suffering of such elders from causes uniquely associated with advancing age, including without limitation immobility, isolation, and diminished mental acuity or physical function;

to educate, inform and sensitize public officials, the media, business enterprises, the philanthropic sector, and the families and communities of South Florida as to the problems and special needs of elders; to enable, empower, reactivate and reintegrate persons over 60 years of age into useful and stimulating activities within their communities, including where practicable gainful employment and self-employment;

to promote charitable programs combining volunteerism and philanthropy with the purpose and design of assisting elders in need, in distress or at risk; to develop, facilitate, and in proper cases to fund projects arising out of the Rotary Elder Program of District 6990 of Rotary International; and

to prevent or alleviate suffering, and to improve the quality of life of elders residing in South Florida.

ARTICLE IV

Members

1. The corporation shall have one class of members, consisting of three persons; and no more than one membership may be held by any one person. Each member shall be entitled to one vote on each issue duly submitted to the members for determination.
2. The qualification and manner of admission of members to the corporation; the term and termination of membership; the matters on which members shall be entitled to vote; other rights and obligations of members; any quorum and voting requirements for meetings and activities of members, notice requirements and other regulations pertaining to members' meetings, and actions of members without meetings, shall be set forth in the bylaws of the corporation.
3. The names and addresses of the persons who are to be the organizational members of the corporation are:

Name	Address
Thomas J. Burnaw	2000 Lake Point Drive Weston, FL 33326
Robert C. Simon	4240 N.E. 26 th Terrace Lighthouse Point, FL 33064
Robert Spano	8330 Mentieth Terrace Miami Lakes, FL 33016

ARTICLE V

Directors

1. **Initial Board of Directors.** The names and addresses of the initial members of the Board of Directors, who shall serve until their successors are elected, qualified, and assume office, are as follows:

Name	Address
I. Fred Anderson	Seaward Marine Insurance 1200 S. Federal Highway Ft. Lauderdale, FL 33316
Patrick Brilliant	Cleveland Clinic - Weston 2950 Cleveland Clinic Blvd. Weston, FL 33331
Jorge A. Gross	PricewaterhouseCoopers, LLP 200 South Biscayne Blvd., Ste. 700 Miami, FL 33131
Fredrick Jackson, Jr.	IBM 13633 Deering Bay Drive Coral Gables, FL 33158
R. Kirk Landon	The Kirk Foundation 255 Alhambra Circle, Ste. 820 Coral Gables, FL 33134

Rev. Greta Reed

Plymouth Congregational Church
3400 Devon Road
Coconut Grove, FL 33133

2. The number of directors of the corporation; the authority of directors; the time and method of their election and term of office; and the removal, replacement and compensation of the directors shall be as provided in the bylaws.

ARTICLE VI **Initial Registered Agent and Street Address**

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

Registered Services, Inc.
2801 Ponce de Leon Boulevard, Suite 810
Coral Gables, Florida 33134

ARTICLE VII **Incorporator**

The name and address of the Incorporator is as follows:

Richard H. Hunt
2801 Ponce de Leon Boulevard, Suite 810
Coral Gables, Florida 33134

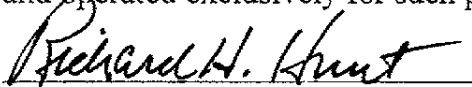
ARTICLE VIII **Bylaws**

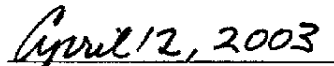
The initial bylaws of the corporation shall be adopted by its initial Board of Directors at its organizational meeting; thereafter, the alteration, amendment or repeal of the bylaws, or the adoption of new bylaws shall require the approval of the members and the Board of Directors of the corporation.

ARTICLE IX
Charitable Organizations Provisions

Notwithstanding any powers granted to the Corporation by its Articles, Bylaws or by the laws of the State of Florida, the following limitations of its powers shall apply:

- a. The Corporation is organized exclusively for charitable purposes, including (without limitation) for such purposes, the making of grants and other distributions, exclusively for charitable purposes as described in §501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time ["Code"], (i) to elders at risk and in need; and (ii) to corporations organized and operated exclusively for charitable purposes as described in §501(c)(3) and recognized by the Internal Revenue Service as exempt organizations described therein; and (iii) to individual Rotary Clubs recognized by the Internal Revenue Service as exempt organizations described in §501(c)(4) of the Code; provided, however, distributions to such Clubs shall be made pursuant to grant agreements which ensure their application exclusively for the charitable use and benefit of such elders.
- b. 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 the services rendered and to make payments and distributions in furtherance of purposes set forth in the purposes clause hereof. 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 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 (i) by an organization exempt from federal income tax under Section 501(c)(3) of the Code; or (ii) by an organization contributions to which are deductible under Section 170(c)(2) of the Code.
- c. Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the 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 the court having jurisdiction over the Corporation, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.


Signature/Incorporator


Date

Acceptance of Registered Agent

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.

Richard H. Hunt

Signature/Registered Agent

April 12, 2003

Date

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