

Sent by: STEARNS WEAV

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Division of Corporations

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Account Number : 076077002504
Phone : (305) 789-3200
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FLORIDA NON-PROFIT CORPORATION

Rotary Student Visitors Program Of District 6990, In

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**ARTICLES OF INCORPORATION
OF**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ROTARY STUDENT VISITORS PROGRAM OF DISTRICT 6990, INC.

I, the undersigned natural person of the age of 21 years or more, with other persons being desirous of forming a not-for-profit corporation under the provisions of Chapter 617 of the Florida Statutes, as amended, hereby adopt the following Articles of Incorporation:

ARTICLE 1
NAME

The name of this corporation is **ROTARY STUDENT VISITORS PROGRAM OF DISTRICT 6990, INC.** (the "Corporation").

ARTICLE 2
ADDRESS

The initial address of the principal office and current mailing address of the Corporation, is Suite 2200, 150 West Flagler Street, Miami, FL. 33130.

ARTICLE 3
PURPOSE

The Corporation is not formed for pecuniary profit or financial gain. The Corporation shall be a not for profit corporation under the Florida Not For Profit Corporation Act and is irrevocably dedicated to and operated exclusively for non-profit purposes. The purposes for which the Corporation is organized are exclusively charitable, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto). Furthermore, the purpose for which the Corporation is organized is to promote and administer an international student exchange program under the auspices of Rotary Clubs throughout the world.

The Corporation shall not devote any of its time, money, effort or personnel to lobbying in any political campaign for or against any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by corporations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue laws.

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ARTICLE 4
POWERS

The Corporation hereby incorporates by reference any and all corporate powers given to corporations not for profit by virtue of Florida Statutes Chapter 617, Florida Not For Profit Corporation Act. The Corporation's activities are limited by any and all other restrictions which are required to obtain tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereto).

ARTICLE 5
MEMBERS

The Corporation shall have no members.

ARTICLE 6
TERM OF EXISTENCE

The Corporation is to exist perpetually.

ARTICLE 7
SUBSCRIBER

The name and address of the subscriber to these Articles are as follows:

Robert C. Simon
4240 North East 26th Terrace
Lighthouse Point, Florida 33064

ARTICLE 8
BOARD OF DIRECTORS

Section 1. The business affairs of the Corporation shall be managed and all the corporate powers thereof shall be vested in and exercised by a Board of Directors. The initial Board of Directors shall consist of five (5) persons. The Board of Directors shall be appointed as provided in the Bylaws of the Corporation. Following are the names and addresses of the persons who serve as the members of the initial Board of Directors of the Corporation until their successors are duly elected:

Robert C. Simon
4240 North East 26th Terrace
Lighthouse Point, Florida 33064

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Roland J. Benson
303 S. E. 17th Street
Fort Lauderdale, Florida, 33316

Owen S. Freed
550 Puerta Avenue
Coral Gables, Florida 33143

Garth R. Parker
12891 Deva Street
Coral Gables, Florida, 33156

Darryl L. Hinkle
4151 North East 22nd Terrace
Lighthouse Point, Florida 33064

Section 2. The number of directors which constitute the Board of Directors may be increased and, thereafter, increased or decreased as provided in the Bylaws of the Corporation; provided, however, in no event shall the number of directors be less than three (3).

ARTICLE 9 BYLAWS

Section 1. The Directors of this Corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes, as they may deem necessary from time to time.

Section 2. Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of the members of the Board of Directors present at any regular meeting or any special meeting called for the purpose or in any manner consistent with the laws of the State of Florida.

Section 3. The Bylaws of the corporation shall contain provisions regulating the powers of the corporation, the directors and the officers, the control of property owned by the corporation and such other things as shall be necessary and proper for the carrying on of the business of the corporation.

ARTICLE 10 AMENDMENT

These Articles of Incorporation may be amended by a majority vote of the members of the Board of Directors present at any regular meeting or any special meeting called for the purpose or in any manner consistent with the laws of the State of Florida.

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ARTICLE 11
NO PERSONAL LIABILITY

The directors, officers, employees and agents of the Corporation shall not be held personally liable or responsible for any contracts, debts or defaults of the Corporation while acting for or on behalf of the Corporation in any official and authorized capacity. The Corporation shall indemnify all of its officers, directors, employees and agents and all of its former officers, directors, employees and agents and all of its former officers, directors, employees and agents, to the fullest extent permitted by law.

ARTICLE 12
DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by contribution exclusively to one or more organizations which themselves are an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any successor thereof) or to the federal, state or local government for exclusive public purpose.

ARTICLE 13
PROHIBITION AGAINST PRIVATE BENEFIT

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, other private persons or for-profit corporations, 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 III hereof.

ARTICLE 14
REGISTERED OFFICE

The name and address of the initial registered agent and the initial registered office of the corporation are:

Owen S. Freed
Suite 2200
150 West Flagler Street
Miami, Florida, 33130

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IN WITNESS WHEREOF, I the undersigned subscribing incorporator, have hereunto set my hand and seal, this 5th day of December, 2003 for the purposes of forming this corporation not for profit under the laws of the State of Florida.


Robert C. Simon

Sent by: STEARNS WEAVER

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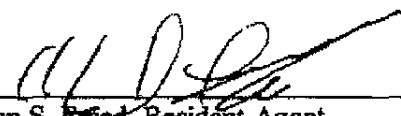
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ACKNOWLEDGMENT OF REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named Registered Agent to accept service of process for the **ROTARY
STUDENT VISITORS PROGRAM OF DISTRICT 6990, INC.** at the address designated in this
Certificate, I am familiar with and agree to act in this capacity.


Owen S. Fred, Resident Agent

Dated: December 5th, 2003

F:\RSVP\Articles of Incorporation