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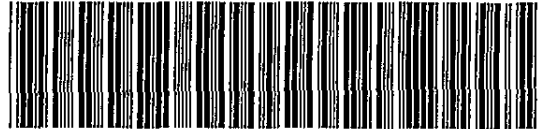
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SECRETARY OF STATE
OVERLAND PARK, KANSAS
04 MAR 25 PM 12:57

4-1-04

THE MILLHORN LAW FIRM

Attorneys at Law

Michael D. Millhorn
Kevin A. Sentner
Eric C. Millhorn

March 22, 2004

Reply to: Lady Lake Office

Offices:

Lady Lake:
The Pines Professional Center
13710 U.S. 441
Suite 100
Lady Lake, Florida 32159
Telephone: (352) 753-9333
Facsimile: (352) 753-7447

Ocala:
416 S. E. Fort King Street
Ocala, Florida 34471
Telephone: (352) 307-2221

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Secretary of State
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

RE: ROTARY CLUB OF LADY LAKE AREA FOUNDATION,
INC.

Dear Division of Corporations:


Enclosed is the executed original and one copy of the Articles of Incorporation for the above referenced corporation.

I have also enclosed my check made payable to the Secretary of State in the amount of \$78.75 to cover the costs of the following:

Filing Fee	\$ 35.00
Certified Copy	\$ 8.75
Registered Agent Designation	<u>\$ 35.00</u>
TOTAL	\$ 78.75

Please return the certified copy to my office. Thank you for your kind cooperation.

Sincerely,
THE MILLHORN LAW FIRM


Michael D. Millhorn
Attorney at Law

encl.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 MAR 25 PM 12:57

ARTICLES OF INCORPORATION
OF
ROTARY CLUB OF THE LADY LAKE AREA FOUNDATION, INC.

ARTICLE I - NAME

The name of this corporation shall be:

ROTARY CLUB OF THE LADY LAKE AREA FOUNDATION, INC.

ARTICLE II - PURPOSES

The Corporation is a not-for-profit Corporation, pursuant to *Chapter 617, Florida Statutes*, and the purposes of the Corporation are exclusively charitable, educational and scientific.

Notwithstanding the provision of this Article, the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code, as amended.

ARTICLE III - DURATION

The duration of the Corporation is to be perpetual. The date and time of the corporate existence is the time these Articles of Incorporation are filed with the Secretary of State's office.

ARTICLE IV - CORPORATION IS A NON-PROFIT CORPORATION

1. The Corporation is not organized for pecuniary profit nor shall it have any power to declare dividends. The balance, if any, of all money and other assets received by the Corporation from its operations, after the payment in full of all debts and obligations of the Corporation of whatsoever kind and nature, shall be used and distributed exclusively for carrying out only the purposes of the Corporation as particularly set forth in Article Two hereof.

2. Notwithstanding anything to the contrary contained in any provision of these Articles of Incorporation or of the Bylaws of this Corporation, if this Corporation is ever determined to be a private foundation, as defined in Section 509 (a) of the Code, it shall not act, operate or engage in any transaction which would subject the Corporation or any other persons to a tax imposed by Sections 4941 to 4945 of the Code.

3. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, 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 Two hereof.

4. No substantial part of the activities (except as permitted pursuant to the Code) of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; nor shall it in any manner to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office; nor shall the Corporation engage in any activities that are unlawful under applicable federal, state, or local laws.

5. The Corporation shall not operate for the primary purpose of carrying on a trade or business for profit and shall not engage in or otherwise conduct any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The address of the Registered Office of this Corporation is:

1702 Madero Drive
The Villages, Florida 32159

**THIS ADDRESS IS THE STREET ADDRESS OF THE PRINCIPAL OFFICE AND IS
IT'S MAILING ADDRESS.**

and the name of the Registered Agent at that address is:

LOUIS A. MANGELS

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall be managed by a Board of Directors which shall consist of at least three directors. The Directors shall be appointed or reappointed annually as directed by the by-laws. The Directors shall act on behalf of the Corporation only as directed by the by-laws of the corporation. The initial Board of Directors of the Corporation are five (5), and the names and addresses of the persons who are to serve as the initial Directors are:

Kimberly Bailey
36120 S. Gray's Airport Road
Fruitland Park, Florida 34731

Suzanne Blauvelt
720 Bolivar Street
Lady Lake, Florida 32159

Byron Engen
525 Carrera Drive
The Villages, Florida 32159

Greg Miller
33650 E. Lake Joanna Drive
Eustis, Florida 32736

William Steinbrenner
2015 Palo Alto Avenue
The Villages, Florida 32159

ARTICLE VII - STOCK

This Corporation is organized under a non-stock basis.

ARTICLE VIII - OFFICERS

The Officers of this Corporation shall be a President, Vice President, Treasurer, and Secretary. The Officers of the Corporation shall be selected by the Corporation, annually pursuant to the by-laws.

ARTICLE IX - DISSOLUTION

In the event of the Dissolution of this Corporation, after paying or adequately providing for the debts or obligations of this Corporation, the Directors, or persons in charge of liquidation, shall grant, convey, assign and transfer the remaining assets of this Corporation unto:

(1) A state, a territory, a possession of the United States, or any political subdivision of any of the foregoing; or to the United States or the District of Columbia, to be used exclusively for public purposes or;

(2) A Corporation, Trust, or Community Chest, Fund, or Foundation:

(a) Created or organized in the United States or in any possession thereof, or under the law of the United States, any state or territory, the District of Columbia, or any possession of the United States;

(b) Organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals;

(c) No part of the net earnings of which inures to the benefit of any private shareholder or individual;

(d) No substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

The assets transferred to any organization listed above shall be used within the United States, or any of its possessions, exclusively for the purposes specified in sub-paragraph (b).

No such organization listed above shall qualify for distribution unless such organization shall be an organization, association, fund, or foundation, organized and operated exclusively for charitable, religious, scientific or educational purposes which is a tax-exempt, non-profit corporation under the United States Internal Revenue Code, and which is recognized as such by the United States Bureau of Internal Revenue.

If the Corporation holds any assets in trust at the time of dissolution thereof, such assets shall be disposed of in such manner as may be directed by the decree of the superior court in the county in which the dissolved Corporation had its principal office, upon petition therefor, by the Attorney General, or any person concerned in the liquidation.

ARTICLE X - INCORPORATORS

The name and address of the Incorporator is:

LOUIS A. MANGELS, 1702 Madero Drive, The Villages, Florida 32159.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation
this 17 day of March, 2004.


LOUIS A. MANGELS

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

Louis A. Mangels
LOUIS A. MANGELS

DATED THIS 19th DAY OF March, 2004.

STATE OF FLORIDA
COUNTY OF SUMTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
04 MAR 25 PM 12:58

BEFORE ME, a Notary Public authorized in the State and County set forth above, personally appeared LOUIS A. MANGELS, known to me and known by me to be the person who, as Incorporator, executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 19th day of March, 2004.

(SEAL)



Karen D Levendis
My Commission DD165756
Expires November 17, 2006

Karen D. Levendis

NOTARY PUBLIC
My Commission Expires: