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FLORIDA NON-PROFIT CORPORATION

ROTARY CLUB OF DELRAY BEACH, SUNRISE FOUNDATION, INC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
ROTARY CLUB OF DELRAY BEACH,
SUNRISE FOUNDATION, INC.**

The undersigned, for the purposes of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

ARTICLE I
(Name)

The name of the corporation shall be: ROTARY CLUB OF DELRAY BEACH,
SUNRISE FOUNDATION, INC. (hereinafter "Corporation").

ARTICLE II
(Principal Office)

The principal place of business and mailing address of the Corporation shall be 2150 S.
Ocean Blvd., 4E, Delray Beach, FL 33483.

ARTICLE III
(Purpose)

Said Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations under section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its members, trustees, 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 section 501(c)(3) purposes. 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.

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Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

Upon dissolution of this Corporation assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government or to a state or local government for a public purpose.

ARTICLE IV (Manner of Election)

There shall be a Board of Directors consisting of at least three (3) individuals. The initial Directors are elected by the Incorporators. Thereafter, each Director shall be elected by majority vote of the Board of Directors in the manner and at the times set forth in the Bylaws. Any Director may be removed by the affirmative vote of at least two-thirds (2/3) of the Board of Directors.

The Officers of the Corporation may consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other Officers and Assistant Officers as may be provided for in the Bylaws or by resolution of the Board of Directors. Each Officer shall be elected by majority vote of the Board of Directors (and may be removed by majority vote of the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws or by law.

ARTICLE V (Initial Directors and Officers)

The names and street addresses of the initial Directors and Officers of the Corporation are:

<u>Name</u>	<u>Address</u>
Fred M. Kadin President	5425 Tenth Fairway Drive #3 Delray Beach, FL 33484

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TALLAHASSEE, FLORIDA

Frances V. Owen
Past President

2150 S. Ocean Blvd., 4E
Delray Beach, FL 33483

C. Ron Allen
President Elect

3107 S.W. 20th Terrace, #A-2
Delray Beach, FL 33445

Eugene Binkovitz
Youth Director

5220 Bodega Pl.
Delray Beach, FL 33484

Dario Ayala
Secretary

1600 Woodfern Drive
Boynton Beach, FL 33436-6651

Suzette Franklin
Treasurer

220 SW 8th Avenue
Delray Beach, FL 33444

ARTICLE VI
(Registered Agent)

The name of the initial Registered Agent is Rutherford Mulhall, P.A. and its street address is 2600 N. Military Trail, Fourth Floor, Boca Raton, FL 33431.

Registered Agent's Acceptance:

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent's signature: _____

Ryland F. Mahathey
Ryland F. Mahathey, On behalf of
Rutherford Mulhall, P.A. as Registered Agent

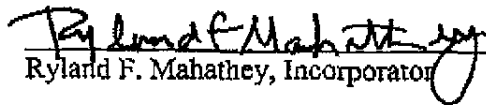
ARTICLE VII
(Incorporator)

The name and address of the incorporator is Ryland F. Mahathey, at Rutherford Mulhall, P.A., 2600 N. Military Trail, Fourth Floor, Boca Raton, FL 33431.

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In Witness Whereof, the undersigned Incorporator has signed these Articles of Incorporation on the 3rd day of August, 2004.


Ryland F. Mahathey, Incorporator