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ALLEN J. LEVIN
ATTORNEY AT LAW
SUITE 1-A
3440 CONWAY BOULEVARD
PORT CHARLOTTE, FLA. 33952
TELEPHONE (941) 625-4189
FAX NO. (941) 624-4633

July 25, 2004

Division of Corporations
Florida Department of State
P.O. Box 6327
409 East Gaines Street
Tallahassee, FL 32314

Re: Articles of Incorporation of Abernathy Port Charlotte Kiwanis Foundation

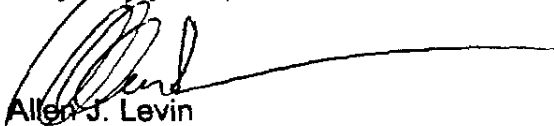
Gentlemen:

Enclosed herewith you will find an original and one (1) copy of Articles of Incorporation of the Abernathy Port Charlotte Kiwanis Foundation together with **Certificate of Designation of Registered Agent/Registered Office**. If you find same to be in proper form and order, kindly file the Articles of Incorporation and return a Certified Copy of same to my office at your earliest possible convenience.

I am also enclosing herewith my check in the amount of \$78.75 to cover the filing fee, registered agent designation, and cost of the certified copy.

Thank you very much for your prompt and courteous attention to this matter.

Very truly yours,



Allen J. Levin
Attorney at Law
AJL:sjb
Enclosures - 4

CORPORATE.DIVCORP

**ARTICLES OF INCORPORATION of
ABERNATHY PORT CHARLOTTE KIWANIS FOUNDATION, INC.**

The undersigned persons, acting as incorporators of a corporation under the law of the State of Florida, adopt the following Articles of Incorporation for such corporation:

**SECTION ONE
NAME**

The name of the corporation is ABERNATHY PORT CHARLOTTE
KIWANIS FOUNDATION, INC.

**SECTION TWO
SPECIFIC AND GENERAL PURPOSES**

The corporation is a nonprofit corporation. The purpose for which the corporation is organized is:

(a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of education and for other charitable purposes, by the distribution of its funds for such purposes, and particularly for leadership, scholarships in memory of JOHN F. ABERNATHY.

(b) The general purposes for which this corporation is formed are to operate exclusively for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.)

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TALLAHASSEE, FLORIDA

SECTION THREE DURATION

The corporation shall have perpetual duration.

SECTION FOUR MEMBERSHIP

The corporation shall have a membership distinct from the Board of Trustees. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments as well as the method of collection thereof, shall be set forth in the bylaws.

SECTION FIVE REGISTERED OFFICE; REGISTERED AGENT

The street address of the initial registered office of the corporation is 3440 Conway Boulevard, Suite 1 A, City of Port Charlotte, County of Charlotte, State of Florida. The name of its initial registered agent at such address is ALLEN J. LEVIN.

SECTION SIX TRUSTEES

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Trustees. The Board of Trustees shall consist of all of the past presidents of the KIWANIS CLUB OF PORT CHARLOTTE, FLORIDA, INC., and shall at no time be less than three (3) such trustees; provided, however, that such number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The trustees named in this certificate of incorporation shall constitute the first Board of Trustees and shall hold office for so long as they remain members of the KIWANIS CLUB OF PORT CHARLOTTE, FLORIDA, INC..

Annual meetings of the Board of Trustees shall be held at 1:00 P.M. on the First Tuesday in June of each year at the principal office of the corporation, or at such other place or places as the Board of Trustees may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Trustees under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the trustees. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Trustees without a meeting and that the Articles of Incorporation and bylaws of this corporation authorize the trustees to so act. Such a statement shall be prima facie evidence of such authority.

The names and residential addresses of the persons who are to serve as the initial trustees are as follows:

| NAME | ADDRESS |
|----------------------|---|
| Carl Gerace | 700 Jarvis Street Port Charlotte, FL 33948 |
| Allen J. Levin | 1238 Vermeer Drive Nokomis, FL 34275 |
| Gabrielle Azar-Levin | 1238 Vermeer Drive Nokomis, FL 34275 |
| Leroy Johnson | 2465 Elkcam Boulevard Port Charlotte, FL 33952 |
| Catherine Spyrie | 21015 Baffin Avenue Port Charlotte, FL 33954 |
| Robert Talley | 13380 SW Pembroke Circle Lake Suzy, FL 34269 |

SECTION SEVEN INCORPORATORS

The names and street addresses of each incorporator are as follows:

| NAME | ADDRESS |
|-----------------|---|
| Carl Gerace | 700 Jarvis Street Port Charlotte, FL 33948 |
| Allen J. Levin | 1238 Vermeer Drive Nokomis, FL 34275 |
| Lawrence Hurley | 736 Ellicott Circle Port Charlotte, FL 33952 |

SECTION EIGHT OFFICERS

The Board of Trustees shall elect the following officers: President and Secretary/Treasurer, and such other officers as the bylaws of this corporation may authorize the trustees to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Trustees. Until such election is held, the following persons shall serve as corporate officers:

| | |
|----------------------|----------------|
| President: | Allen J. Levin |
| Secretary/Treasurer: | Robert Talley |

SECTION NINE MODIFICATION OF BYLAWS

Subject to the limitations contained in the bylaws and any limitations set forth in the laws of the State of Florida, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the Board of Trustees or by following the procedure set forth therefor in the bylaws.

SECTION TEN DEDICATION OF PROPERTY

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any trustee, officer, or member of this corporation or to the benefit of any private individual.

**SECTION ELEVEN
DISTRIBUTION ON DISSOLUTION**

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable or educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

**SECTION TWELVE
AMENDMENT**

Amendments to these articles of incorporation may be proposed by a resolution adopted by the Board of Trustees and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds (2/3) of a quorum of members of the corporation.

We, the undersigned, being the incorporators of this corporation, for the purposes of forming this nonprofit charitable corporation under the laws of the State of Florida, have executed these articles of incorporation on July 21st, 2005.



CARL GERACE



ALLEN J. LEVIN



LAWRENCE HURLEY

STATE OF FLORIDA
COUNTY OF CHARLOTTE

The foregoing instrument was acknowledged before me this 21st day of July, 2005, by CARL GERACE, ALLEN J. LEVIN, and LAWRENCE HURLEY, who are personally known to me or who have produced _____ as identification.



Susan J. Berard
Commission # DD406998
Expires March 14, 2009
Bonded Troy Fain - Insurance, Inc. 800-365-7019



Notary Public

My Commission Expires:

(SEAL)

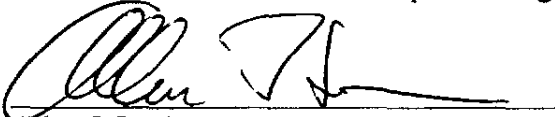
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

UNDER THE PROVISIONS OF F.S. 607.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: **Abernathy Port Charlotte Kiwanis Foundation, Inc.**
2. Name, address and registered date of office is:
Allen J. Levin
Suite 1-A, 3440 Conway Boulevard
Port Charlotte, FL 33952

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Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certifice, I accept the appointment as registered agent and agree to act in this acapacity. 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.


Allen J. Levin

July 21st, 2005