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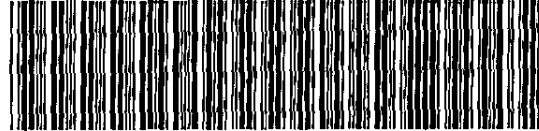
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2005 SEP 19 AM 8:27

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T Hampton SEP 20 2005

**JERRY L. AUTRY**  
**P.O. Box 1310**  
**DeLand, FL 32721- 1310**

August 25, 2005

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

Re: Incorporation of ROTARY CLUB OF DOWNTOWN DELAND, INC.  
a not-for-profit Florida corporation


Ladies and Gentlemen:

Enclosed herewith is an original and one copy of the proposed Articles of Incorporation and Designation of Registered Agent for ROTARY CLUB OF DOWNTOWN DELAND, INC.

Also enclosed is my check in the amount of \$78.75, representing the filing fee, certified copy and certificate.

Thank you very much for your assistance.

Sincerely,



Jerry L. Autry

JLA/bja  
Enclosures



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

September 8, 2005

JERRY L AUTRY  
P O BOX 1310  
DELAND, FL 32721-1310

SUBJECT: ROTARY CLUB OF DOWNTOWN DELAND, INC.  
Ref. Number: W05000041785

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05 SEP 19 PM 3:44

RECEIVED  
DIVISION OF CORPORATE REGISTRATION  
TALLAHASSEE, FLORIDA

We have received your document for ROTARY CLUB OF DOWNTOWN DELAND, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton  
Document Specialist  
New Filings Section

Letter Number: 505A00055851

*Please see  
enclosed correct  
document.*  
*[Signature]*

FILED

2005 SEP 19 AM 8:27

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**ROTARY CLUB OF DOWNTOWN DELAND, INC.**  
**A Florida Not For Profit Corporation**

The undersigned, acting as incorporator of a corporation not-for-profit under Florida Statutes Chapter 617 (2002), hereby adopts the following Articles of Incorporation for this corporation.

**ARTICLE I**  
**NAME**

The name of the corporation is ROTARY CLUB OF DOWNTOWN DELAND, INC

**ARTICLE II**  
**PURPOSE**

This corporation is organized exclusively to operate a local Rotary Club in Volusia County, Florida, including but not necessarily limited to, the municipality of DeLand, which is sanctioned by Rotary International, for charitable, educational and benevolent purposes, including but not limited to, encouraging, promoting and extending the objectives of Rotary International, and for all other legal purposes not inconsistent therewith. The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida, except that no part of the income of the corporation shall be distributable to its members, directors, or officers, except as provided in Florida Statutes Section 617.011(1).

**ARTICLE III**  
**TERM OF BUSINESS**

This corporation is to exist perpetually. The date of corporation existence shall begin at the time of subscription and acknowledgement of these Articles of Incorporation if filed with the Florida Secretary of State within five (5) days thereof, or if not, then the date of corporate existence shall begin when filed.

**ARTICLE IV**  
**ADDRESS AND REGISTERED AGENT**

The initial post office address of the corporation is Post Office Box 1310, DeLand, FL 32721-1310. The street address of the initial registered office of this corporation is 130 Lake Winnemissett Drive, DeLand, FL 32724. The name of the initial registered agent of this corporation is JERRY L. AUTRY. The Board of Directors may from time to time establish a principal office for this corporation at any address in its service area, in accordance with the Bylaws of the corporation.

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**ARTICLE V**  
**MANNER OF ELECTION OF DIRECTORS**

The manner in which the directors are elected shall be pursuant to the bylaws of the corporation.

**ARTICLE VI**  
**DIRECTORS**

The corporation shall have at least three (3) directors at all times. It shall have thirteen (13) Directors initially. The number of directors may be increased or diminished from time to time according to the bylaws.

**ARTICLE VII**  
**INITIAL DIRECTORS**

The names and addresses of the initial directors are:

Duane Anderson  
2345 Wilmhurst Road  
DeLand, FL 32720

Jerry Autry  
130 Lake Winnemissett Drive  
DeLand, FL 32724

Bill Budzinski  
101 South Montgomery Street  
DeLand, FL 32720

John Cheney  
1250 west Indiana Avenue  
DeLand, FL 32720

Jim France  
1730 Timber Hills Drive  
DeLand, FL 32724

Maureen Harland  
327 West Minnesota Avenue  
DeLand, FL 32720

Ashton Reinecke  
114 Callaway Court  
DeLand, FL 32724

Rick Rivera  
2711 Larkspur Drive  
DeLand, FL 32724

Ed Graver  
34301 Parkview Avenue  
Eustes, FL 32726

Robert Sullivan  
4581 North Orange Grove Drive  
DeLand, FL 32130

Dr. Theodore Surynt  
3350 Black Bear Trail  
DeLand, FL 32724

Warren Todd  
237 North Hill Avenue  
DeLand, FL 32724

Doug Wedekind  
3509 Sandy Ridge Trail  
DeLand, FL 32724

**ARTICLE VIII**  
**INCORPORATOR**

The name and address of the initial incorporator is:

JERRY L. AUTRY  
130 Lake Winnemissett Drive  
DeLand, FL 32724

**ARTICLE IX**  
**BYLAWS**

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida and the United States of America, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the corporation as are not inconsistent with the laws of the State of Florida or the United States of America or these Articles of Incorporation. The Board of Directors is expressly authorized, without assent of the members, to add to, delete from, or otherwise amend the Bylaws of the corporation.

**ARTICLE X**  
**INDEMNIFICATION AND LIMITATION OF LIABILITY**

On any dissolution of the corporation, except involuntary dissolution for a period of less than three (3) years, or any liquidation of the corporation's assets, none of such assets shall be distributed to any member, officers, or director of the corporation. All assets to be distributed, after payment of all costs and expense of such dissolution or liquidation, shall be distributed to one more organizations qualifying under Internal Revenue Code 501 (c)(3) as shall be designated by the Board of directors and are as acceptable to Rotary International.

**ARTICLE XI**  
**AMENDMENTS**

The corporation reserves the right to amend, add to or repeal any and all provisions contained in these articles of Incorporation in the manner consistent with law and in conformity with provisions set forth in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the original incorporator hereinbefore named, for the purpose of forming a corporation not for profit to do business both within and without the State of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and hereunto setting his hand and seal this 25<sup>th</sup> day of August, 2005.

  
JERRY L. AUTRY

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

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Pursuant to the provisions of section 607.0501 05 617.00501, Florida Statutes, 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 ROTARY CLUB OF  
DOWNTOWN DELAND, INC.

**ACKNOWLEDGMENT;**

2. The name and address of the registered agent and office is

JERRY L. AUTRY  
130 Lake Winnemissett Drive  
DeLand, FL 32724

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 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 and accept the obligations of my position as Registered Agent.

Signature:   
JERRY L. AUTRY

Date: 8/25/05