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TALLAHASSEE, FLORIDA

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David C. Lanigan, J.D., LL.M.

January 23, 2006

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: ARTICLES OF INCORPORATION OF
ROTARY CLUB OF NEW TAMPA, INC.

Dear Sirs:

Enclosed are:

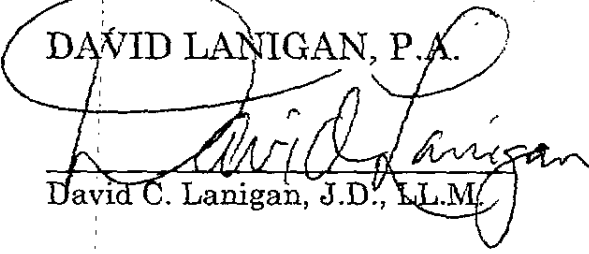
1. the Articles of Incorporation of Rotary Club of New Tampa, Inc., (the "Articles");
2. a duplicate original of the Articles; and
3. check number 1010, made payable to the Florida Department of State, in the amount of \$70.00, which covers the filing fee for the Articles and the Acceptance by Registered Agent.

Please (1) file the Articles and (2) return a file-stamped copy of the duplicate original Articles to me via U.S. Mail.

Please do not hesitate to call me if you have any questions or comments.

Sincerely,

DAVID LANIGAN, P.A.


David C. Lanigan, J.D., LL.M.

DCL/dcl

Encl:

**ARTICLES OF INCORPORATION
OF
ROTARY CLUB OF NEW TAMPA, INC.**

A FLORIDA NOT-FOR-PROFIT CORPORATION

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The undersigned persons, acting as incorporators of a corporation not-for-profit under the Florida Not-For-Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for such corporation.

ARTICLE I: NAME

The name of this corporation is "ROTARY CLUB OF NEW TAMPA, INC".

ARTICLE II: PRINCIPAL OFFICE ♦ MAILING ADDRESS

The address of the principal office of the corporation is P. O. Box 46446, Tampa, FL 33647. The mailing address of the corporation is: P. O. Box 46446, Tampa, FL 33647.

ARTICLE III: DURATION

This corporation shall have perpetual duration.

ARTICLE IV: PURPOSES

The purposes of this corporation is to operate a local Rotary Club in New Tampa, Florida that is sanctioned by Rotary International, to encourage, promote, and extend the object of Rotary International, and to maintain the relations of a member club in Rotary International. Insofar as the laws of the State of Florida permit, this corporation shall be subject to the jurisdiction of Rotary International.

ARTICLE V: POWERS

This corporation shall have the power to do everything necessary, proper, or convenient for the accomplishment of any of the purposes herein set forth and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation.

ARTICLE VI: MEMBERS

This corporation is organized upon a non-stock basis. The qualification for members, if any, and the manner of their admission shall be as regulated by the bylaws.

The members of this corporation, if any, shall be provided for in the bylaws, shall have:

- 1) no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding-up of this corporation;
- 2) whatever voting and other rights are provided in its constitution and in its bylaws.

Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation but may become liable to the corporation for dues, assessments, or fees as provided by law and by the bylaws.

Membership in the Corporation may be terminated in the manner provided by law or by its constitution or by its bylaws. The corporation shall keep a membership book as provided by law.

ARTICLE VII: REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the corporation is c/o David C. Lanigan, J.D., LL.M., 10927 N 56th Street, Tampa, FL 33617-3000. The name of its initial Registered Agent at such address is David C. Lanigan, J.D., LL.M.

ARTICLE VIII: DIRECTORS & OFFICERS

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by its Board of Directors and its officers. The number and election of officers and directors shall be as specified in the bylaws of the corporation.

ARTICLE IX: TERM OF EXISTENCE

The corporate existence of the Corporation shall commence on the date filed as provided by Section 617.0123, Florida Statutes, and the Corporation shall have perpetual existence thereafter.

ARTICLE X: INCORPORATOR

The names and address of the incorporator is:

<u>Name</u>	<u>Address</u>
David C. Lanigan, J.D., LL.M.	15907 Wyndover Road Tampa, FL 33647-1015

ARTICLE XI: 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 generally in accordance with the requirements of Section 617.1406 (3), Florida Statutes:

(A) All liabilities and obligations of the corporation be paid and discharged, or adequate provisions be made therefor;

(B) Assets held by the corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, must be returned, transferred, or conveyed in accordance with such requirements;

(C) Assets held by the corporation subject to limitations permitting their use only for charitable purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, but not held upon condition requiring return, transfer, or conveyance by reason of dissolution of the corporation, must be transferred or conveyed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes, 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 analogous federal tax laws, and which is engaged in activities substantially similar to those of this corporation.

(D) Other assets, if any, be distributed in accordance with the provisions of the articles of incorporation or the bylaws to the extent that the articles of incorporation or the bylaws determine the distributive rights of members, or any class or classes of members, or provide for distribution to others; and

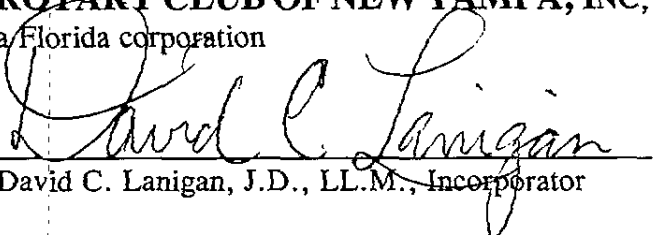
(E) Any remaining assets be distributed to such persons, trusts, societies, organizations, or domestic or foreign corporations, whether for profit or not for profit, as specified in the plan of distribution of assets.

ARTICLE XII: AMENDMENT

These Articles of Incorporation may be amended by as provided in the corporation's bylaws.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this January 24, 2006.

ROTARY CLUB OF NEW TAMPA, INC.,
a Florida corporation


David C. Lanigan, J.D., LL.M., Incorporator

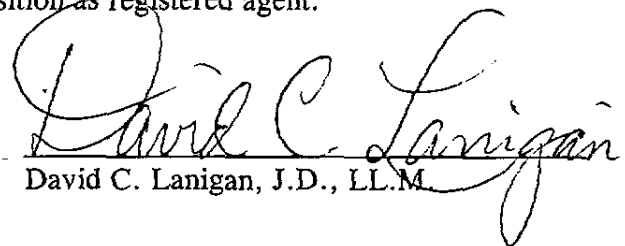
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

1. The name of the corporation is **ROTARY CLUB OF NEW TAMPA, Inc.**
2. The name and address of the registered agent and registered office are: c/o David C. Lanigan, J.D., LL.M., 10927 N 56th Street, Tampa, FL 33617-3000.

Having been named Registered Agent and designated to accept service of process for the above Corporation, I hereby agree 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 with and accept the obligations of my position as registered agent.

Dated:

January 24, 2006


David C. Lanigan, J.D., LL.M.

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