

**ARTICLES OF INCORPORATION
OF
PONTE VEDRA BEACH ROTARY SUNSET
CHARITIES, INC.**

The undersigned, for the purpose of forming a not-for-profit corporation for charitable, educational and scientific purposes under Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

**Article I
Name and Principal Office**

Section 1.1. Name. The name of the corporation is Ponte Vedra Beach Rotary Sunset Charities, Inc.

Section 1.2. Principal Office. The street address of the principal office of the corporation is 200 Solana Road, Suite A, Ponte Vedra Beach, Florida 32082.

**Article II
Duration**

Section 2.1. Duration. The corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida. Corporate existence shall commence on the date these Articles of Incorporation are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five business days after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**Article III
Purposes**

Section 3.1. Purposes. The corporation is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, but not limited to, holding and operating property and interests in property and making contributions to The Rotary Foundation of Rotary International and other organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law (the "Code") and not for pecuniary profit.

Article IV
Membership

Section 4.1. Members. The only members of the corporation shall be the persons who from time to time constitute the members of the Board of Trustees.

Section 4.2. Qualifications; Number; Admission. The only qualification for membership is membership on the corporation's Board of Trustees. The number and the manner of admission of Trustees are set forth in Article VI of those Articles and in the Bylaws of the corporation.

Article V
Initial Registered Office and Resident Agent

Section 5.1. Office Address. The street address of the initial registered office of this corporation is 200 Solana Road, Ponte Vedra Beach Florida 32082.

Section 5.2. Resident Agent. The name of the initial resident agent of this corporation at the address set forth in Section 5.1 is **WAINE M. BANYAS**.

Article VI
Board of Trustees

Section 6.1. Number. The Board of Trustees of the corporation shall consist of such number of persons as shall be provided in the Bylaws of the corporation; however, in no event shall the Board of Trustees consist of less than three (3) persons.

Section 6.2. Selection. The members of the Board of Trustees shall be elected annually by the members of the Board of Trustees of The Rotary Club of Ponte Vedra Beach Sunset, Inc. as provided in the Bylaws of the corporation.

Section 6.3. Names and Addresses of Initial Members of the Board of Trustees. The names and mailing addresses of the members of the first Board of Trustees of the corporation are:

Waine M. Banyas
200 Solana Road, Suite A
Ponte Vedra Beach, Florida 32082

Stephen D. Melching
200 Solana Road - Suite A
Jacksonville, Florida 32082

John G. Mencke
200 Solana Road - Suite A
Ponte Vedra Beach, Florida 32082

Section 6.4. Executive Committee. The Board of Trustees may, pursuant to a resolution adopted by a majority of all of the members of the Board, designate three (3) or more of its members to constitute an executive committee, which, to the extent provided in such resolution, may exercise the powers of the Board of Trustees.

ARTICLE VII NAME AND ADDRESS OF INCORPORATOR

Section 7.1. Name. The name of the incorporator of the corporation is **WAINE M. BANYAS.**

Section 7.2. Address. The address of the incorporator of the corporation is 200 Solana Road, Suite A, Ponte Vedra Beach, Florida 32082.

ARTICLE VIII STOCK AND DIVIDENDS PROHIBITED; MEMBERS' LIABILITY

Section 8.1. Stock and Dividends. The corporation shall have no capital stock and shall pay no dividends.

Section 8.2. Members' Liability. The private property of the members of the corporation shall not be liable for any obligation of the corporation.

ARTICLE IX LIMITATIONS ON ACTIONS

Section 9.1. Limitations on Distributions to Members. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or any 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 III.

Section 9.2. Limitations on Political Activity. 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 any candidate for public office.

Section 9.3. Limitations in General: Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE X DISTRIBUTION OF ASSETS ON DISSOLUTION

Section 10.1. Distribution By Trustees. Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for the purposes of the corporation as set forth in Article III, including distributions to The Rotary Foundation of Rotary International or such other organizations organized and operated for such purposes as the Board of Trustees shall determine, provided that at the time they qualify as state or local governmental entities or exempt organizations under Section 501(c)(3) of the Code, contributions to which are deductible under section 170(a)(2) of the Code.

Section 10.2. Distribution By Circuit Court. Any assets of the corporation not distributed by the trustees pursuant to Section 10.1 shall be distributed by the circuit court of the county in which the principal office of the corporation is then located exclusively to such state or local governmental entities or Section 501(c)(3) qualifying organizations as said court shall determine.

ARTICLE XI POWERS

Section 11.1. Powers in General. Subject to the restrictions and limitations set forth in Articles IX and X, the corporation shall have all powers and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida, including, but not limited to, the power to purchase, own, sell and otherwise deal with real and personal property, to borrow and lend money, to make contracts with others for goods and services, to elect officers and appoint agents, to carry on its operations through its officers, employees and agents within or without the State of Florida and to make donations for charitable, educational and scientific purposes.

Section 11.2. Private Foundation Limitations. Notwithstanding any contrary provision of these Articles, during any period when the corporation shall be classified as a private foundation, as that term is defined in Section 509(a) of the Code, the corporation's powers shall be subject to the limitations set forth in Section 617.0835 of the Florida Statutes (or any comparable law in effect in Florida from time to time), the provisions of which section are incorporated in these Articles by this reference.

IN WITNESS WHEREOF, the incorporator has executed these Articles this 20 day of June, 2006.



WAIME M. BANYAS

INCORPORATOR / *Registered Agent*

**TRUSTEES' CONSENT TO
ORGANIZATIONAL RESOLUTIONS OF THE
BOARD OF TRUSTEES
OF
PONTE VEDRA BEACH ROTARY SUNSET
CHARITIES, INC.**

The undersigned, constituting all of the initial members of the Board of Trustees of **PONTE VEDRA BEACH ROTARY SUNSET CHARITIES, INC.** named in the Articles of Incorporation, hereby consent to the adoption of the following organizational resolutions of the corporation:

RESOLVED, that a certified copy of the Articles of Incorporation of this corporation issued by the Department of the State of Florida shall be inserted in the minute book of the corporation.

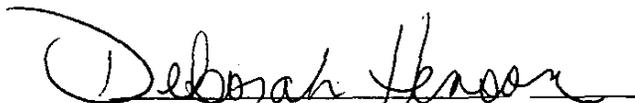
RESOLVED, that the Bylaws of the corporation submitted to the initial Trustees of the corporation are hereby adopted.

RESOLVED, that the following persons are elected to the corporate offices opposite their names to serve until the next annual meeting of the Board of Trustees or until they shall resign or be removed as provided in the Bylaws of the corporation:

Waine M. Banyas – President
Deborah Henson – President Elect
John G. Mencke – Secretary – Treasurer

RESOLVED, that such banking resolutions as shall from time to time be approved by the President and Treasurer of the corporation are hereby approved and adopted and that copies thereof shall be inserted in the minute book of the corporation.

IN WITNESS WHEREOF, this Consent has been effective as of the 20 day of June, 2006.


DEBORAH HENSON