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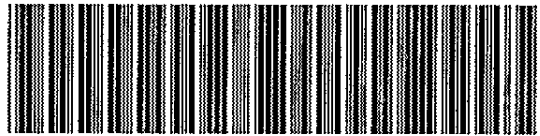
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TALLAHASSEE, FLORIDA

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T. Burch DEC 14 2006

LAW OFFICES
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BARRY P. BILLINGTON
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December 12, 2006

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

RE: ~~Articles of Incorporation of Rotary Club of Pompano Beach Lighthouse, Inc.~~
Articles of Incorporation of Rotary Club of Pompano Beach-Lighthouse FUND, Inc.

Dear Sir or Madam:

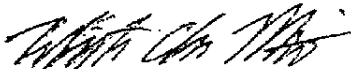
Enclosed please find:

1. One original of the Articles of Incorporation of Rotary Club of Pompano Beach-Lighthouse, Inc., along with Designation of Registered Agent
2. One original of the Articles of Incorporation of Rotary Club of Pompano Beach-Lighthouse FUND, Inc.,
3. Check # 2212 - \$78.75 for the not-for-profit filing fee, registered agent fee and certificate of status
4. Check # 2213 - \$78.75 for the not-for-profit filing fee, registered agent fee and certificate of status

If there are any questions, please do not hesitate to contact his office. Thank you.

Very truly yours,

Johnston Law Office, P.A.



Whitney Anne Metevia

cc: Robert Simon
Enclosures: Articles of Incorporation (original)
Articles of Incorporation - FUND (original)
Check - \$78.75
Check - \$78.75

ARTICLES OF INCORPORATION
OF
ROTARY CLUB OF POMPANO BEACH - LIGHTHOUSE FUND, INC.

The undersigned, who is a citizen of the United States, desiring to form a Non-Profit Corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation is:

ROTARY CLUB OF POMPANO BEACH - LIGHTHOUSE FUND, INC.

ARTICLE II

The principal office and mailing address for this corporation is:

ROTARY CLUB OF POMPANO BEACH-LIGHTHOUSE, INC.
1600 N. Federal Highway
Pompano Beach, Florida 33062

ARTICLE III

PURPOSE

This corporation is organized, and shall be operated exclusively for charitable and educational purposes, including but not limited to fundraising for the charitable purposes of an education through scholarships and health and promotion of health related issues as championed by Rotary International.

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ARTICLE IV

The corporation shall not have members, shall not issue membership certificates, and shall not issue shares of stock.

ARTICLE V

The corporation is a not for profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation 26 U.S.C.A. §501(a) as an organization described in 26 U.S.C.A. §501(c)(3) and which is other than a private foundation as defined in 26 U.S.C.A. §509.

These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, members, trustees, 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 the purposes set forth in Article III hereof, and except to the extent permissible under law and under 26 U.S.C.A. §501(c)(3). If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and

under 26 U.S.C.A. §501(c)(3). 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.

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 the 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 the corresponding section of any future tax code.

ARTICLE V

The duration (term) of the corporation is perpetual. Upon the dissolution of the corporation, assets shall be distributed to Rotary International Foundation, Inc., Evanston, Illinois. If this entity should not exist at the time of dissolution of the corporation, then assets shall be distributed to a like service foundation in Broward County, Florida, according for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

ARTICLE VI

The manner in which the officers and directors are elected shall be specified in the Corporation's by-laws.

ARTICLE VII

POWERS

Solely for the above purposes in Article III, the corporation shall have the following powers:

A. To raise funds for the charitable purposes of an education through scholarships and health and promotion of health related issues as championed by Rotary International.

B. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

C. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not For Profit Corporation Act, and any successor or amendment to the Florida Not For Profit Corporation Act.

D. To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

ARTICLE VIII

The name and address of the principal officers are:

PRESIDENT
ROBERT L. REPASS
1600 N. Federal Highway
Pompano Beach, Florida 33062

SECRETARY
WILLIAM J. ZOBUS
1600 N. Federal Highway
Pompano Beach, Florida 33062

TREASURER
RICHARD W. DODGE
1600 N. Federal Highway
Pompano Beach, Florida 33062

ARTICLE IX

The name and address of the initial Registered Agent is:

ROBERT L. REPASS
1600 N. Federal Highway
Pompano Beach, Florida 33062

ARTICLE X

The name and address of the incorporators are:

PRESIDENT

ROBERT L. REPASS
1600 N. Federal Highway
Pompano Beach, Florida 33062


SECRETARY
WILLIAM J. ZOBUS
1600 N. Federal Highway
Pompano Beach, Florida 33062

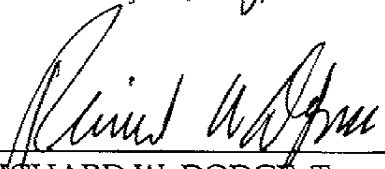
TREASURER
RICHARD W. DODGE
1600 N. Federal Highway
Pompano Beach, Florida 33062

In witness whereof, I have hereunto subscribed my name this 12 day of

DECEMBER, 2006


ROBERT L. REPASS, President


WILLIAM J. ZOBUS, Secretary


RICHARD W. DODGE, Treasurer

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE
PURSUANT TO Fla. Stat. §617.0501, 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. Name of the corporation (must include suffix):

ROTARY CLUB OF POMPANO BEACH-LIGHTHOUSE FUND, INC.

2. Name and address of the registered agent and office (PO Box is NOT
ACCEPTABLE):

ROBERT L. REPASS
1600 N. Federal Highway
Pompano Beach, Florida 33062

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 accept the
appointment as registered agent and 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.

Date: 12/12/06


ROBERT L. REPASS

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