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**FULLER & ASSOCIATES**  
**ATTORNEYS AT LAW**

**BARRY J. FULLER**  
**MEMBER FLORIDA AND CALIFORNIA BARS**

February 8, 2007

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

**Re: ARTICLES OF INCORPORATION OF ROTARY CLUB OF ORANGE PARK  
SUNRISE CHARITIES, INC., A FLORIDA CORPORATION**

Gentlemen:

Enclosed please find original and two copies of Articles of Incorporation as referenced above together with my firm's check for the \$70.00 filing fee. Please return a stamped copy showing receipt of same in the enclosed self-addressed, stamped envelope.

Sincerely yours,



Terri Wegmann  
Paralegal to Barry J. Fuller

tbw  
Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
ROTARY CLUB OF ORANGE PARK SUNRISE CHARITIES, INC.  
A FLORIDA NONPROFIT CORPORATION**

**ARTICLE ONE  
NAME**

The name of the Corporation is ROTARY CLUB OF ORANGE PARK SUNRISE CHARITIES, INC.

**ARTICLE TWO  
PRINCIPAL OFFICE AND ADDRESS**

The address of the principal office of the corporation is 2301 Park Avenue, Suite 404, Orange Park, Florida 32073, and the mailing address of the corporation is 2301 Park Avenue, Suite 404, Orange Park, Florida 32073.

**ARTICLE THREE  
DURATION**

The term of existence of the Corporation is perpetual; and the corporate existence will commence on the filing of these articles by the Department of State.

**ARTICLE FOUR  
PURPOSE**

This Corporation is organized pursuant to Chapter 617, Florida Statutes as a Non-Profit Corporation. The purpose of this Corporation is to engage in any lawful purpose or purposes not for pecuniary profit and not specifically prohibited to Corporations under the laws of this State. The purpose for which the Corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. Specifically, the purpose of this Corporation shall include but shall not be limited to the following: The furthering of understanding and friendly relations between people of different nations through the fostering of tangible and effective programs of a philanthropic, charitable, educational, or other eleemosynary nature.

## **ARTICLE FIVE SCOPE OF POWER**

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction with others, to do any and all lawful acts and things and to engage in any and all lawful activities that may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster or attain any of such purposes. Notwithstanding anything in these Articles of Incorporation to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c) of the Internal Revenue Code of 1986 and the regulations under the Internal Revenue Code as the Internal Revenue Code and such regulations now exist or as they may hereafter be amended from time to time.

## **ARTICLE SIX PROHIBITED ACTIVITIES**

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. At all times, and notwithstanding any change in name, merger, consolidation, reorganization, termination, dissolution or winding up of this Corporation, voluntary or involuntary, or by operation of law, or any other provision of these Articles of Incorporation or any other organizational documents of the Corporation. In furtherance thereof:

6.1. The Corporation shall not possess or exercise any power or authority either expressly, by interpretation or by operation of law that will prevent it at any time from qualifying and continuing to qualify as a Corporation described in Section 501(c) of the Internal Revenue Code of 1986, as amended, nor shall it engage directly or indirectly in any activity that would cause the loss of such qualification.

6.2. No part of the assets or net earnings of the Corporation shall be used ever, nor shall the Corporation ever be organized or operated, for purposes that do not exclusively promote charitable purposes within the meaning of Section 501(c) of the Internal Revenue Code of 1986, as amended.

6.3. The Corporation shall not be operated for the principal purpose of carrying on a trade or business for profit.

6.4. At no time shall the Corporation engage in any activities that are unlawful under the laws of the United States of America, the State of Florida or any other jurisdiction where its activities are carried on.

6.5. No part of the income of the Corporation shall enure to the benefit of any shareholder, trustee, director, officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no trustee, officer of the Corporation or any

private individual shall be entitled to share in the distribution of any of the Corporate assets.

6.6. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to tax under Section 4942 of the Internal Revenue Code of 1986, as amended, and the corporation shall not:

6.6.1. Engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended;

6.6.2. Retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended;

6.6.3. Make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code of 1986, as amended; or

6.6.4. Make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended.

6.7. No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

## **ARTICLE SEVEN DISSOLUTION**

Upon termination, dissolution or winding up of the Corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to, and only to, one or more organizations having either exclusively charitable, religious, scientific or educational purposes or a primary purpose to promote social welfare only for exempt purposes as defined in Section 501(c) of the Internal Revenue Code of 1986, as amended, and that in the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State or local government for exclusive-public purposes.

## **ARTICLE EIGHT CORPORATE MEMBER**

The corporation shall have one class of members, which class shall consist of one member, designated as the "corporate member." The corporate member shall be the Rotary Club of Orange Park Sunrise, Inc., a Florida Nonprofit Corporation. In addition to matters required by statute, the corporate member shall have the sole power to appoint the directors of the corporation. The articles of incorporation and bylaws shall not be changed without the approval of the corporate member. The qualifications and rights of the member, any quorum and voting requirements for meetings and activities of the member, and notice requirements sufficient to provide notice of meetings and activities of the

member are set forth in the bylaws.

#### **ARTICLE NINE DIRECTORS**

The number and method of election of the directors of the Corporation is set forth in the bylaws.

#### **ARTICLE TEN REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation shall be located at 2301 Park Avenue, Suite 404, Orange Park, Florida 32073. The initial registered agent of the Corporation at that address shall be Barry J. Fuller.

#### **ARTICLE ELEVEN INCORPORATOR**

The name and residence address of the incorporator is Daniel J. Finch, 1461 Marcia Drive, Orange Park, Florida 32073.

#### **ARTICLE TWELVE INDEMNIFICATION**

The Corporation shall indemnify and defend its directors, officers, employees, and agents to the fullest extent permitted by law.

7th IN WITNESS WHEREOF, we have subscribed our names as incorporators this day of February, 2007.

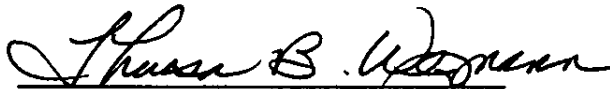
  
DANIEL J. FINCH

**STATE OF FLORIDA  
COUNTY OF CLAY**

**BEFORE ME**, the undersigned authority, personally appeared DANIEL J. FINCH, who is known to be the person described in and who subscribed the above Articles of

Incorporation, and did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes described therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 7<sup>th</sup> day of February, 2007, in the County and State aforesaid.

  
NOTARY PUBLIC  
State of Florida at large

THERESA B. WEGMANN  
Notary Public, State of Florida  
My comm. exp. Sept. 7, 2007  
Comm. No. DD 213420

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF  
REGISTERED AGENT OF  
ROTARY CLUB OF ORANGE PARK SUNRISE CHARITIES, INC.**

Pursuant to Sections 48.091 and 607.034, Florida States, the undersigned, having been designated as the initial Registered Agent for the service of process within the state of Florida upon **ROTARY CLUB OF ORANGE PARK SUNRISE CHARITIES, INC.**, a Corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named Corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said Corporation, which Registered Office is located at 2301 Park Avenue, Suite 404, Orange Park, Florida 32073.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Orange Park, Clay County, Florida, on this 7<sup>th</sup> day of February, 2007.



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BARRY J. FULLER

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