

LAW OFFICE OF LEE B. GORDON, P.A.
265 SUNRISE AVENUE, SUITE 204
PALM BEACH, FLORIDA 33480-4036
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Lee B. Gordon,
Board Certified Real Estate Attorney

VIA FEDERAL EXPRESS

November 1, 2007

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: New Not-For-Profit Corporation
Palm Beach Flagler Rotary Foundation, Inc.

Dear Division of Corporations:

I herein enclose this Firm's check in the amount of \$78.75, together with the original and a copy of the above-referenced new not-for-profit corporation. Please file the original and return a certified copy to me.

If you have any questions or problems, please do not hesitate to call me.

Very Truly Yours,



Lee B. Gordon

enclosures as noted

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PALM BEACH FLAGLER ROTARY FOUNDATION, INC.
A Florida Corporation Not for Profit

I, the undersigned, desiring to form a charitable corporation under and by virtue of the provisions of Chapter 617 of the Florida Statutes, hereby make, subscribe, and file these Articles for that purpose as follows:

ARTICLE I
Name

The name of this corporation shall be the Palm Beach Flagler Rotary Foundation, Inc. (hereinafter referred to as the "Corporation").

ARTICLE II

Initial Registered Office and Agent,
Principal Office and Mailing Address

The initial registered office and principal office of this corporation shall be located at 265 Sunrise Avenue, Suite 204, Palm Beach, Florida 33480. The name of the initial Registered Agent of this corporation shall be Lee B. Gordon, Esquire. The mailing address of the corporation shall be Post Office Box 415, Palm Beach, Florida 33480.

These Articles have been prepared by:

Lee B. Gordon, Esquire
Florida Bar Number 339210
Lee B. Gordon, P.A.
265 Sunrise Avenue #204
Palm Beach, FL 33480
Telephone: 561-833-2233
Fax: 561-832-0000

ARTICLE III

Purposes and Powers

The corporation shall not provide any pecuniary gain or profit to its members. The principal purpose for which the corporation is formed is to receipt and administer funds for the purpose of providing services to ill and disadvantaged children and adults; educating children and enhancing the community at large; and to assist Rotary organizations throughout the world in international projects through Rotary International, and distributing the funds to organizations that qualify as exempt organizations under Section 501(c)(3) of the United States Internal Revenue Code of 1986 (or the corresponding provisions of any future amendment of the Internal Revenue Service) thereafter referred to as The Internal Revenue Code.

The corporation shall have the power to acquire assets by gift, devise, bequest, purchase, lease or otherwise, and to hold, own, occupy, use, manage, improve, develop, maintain, lease, sell, mortgage, transfer, invest in or reinvest in, or otherwise deal with any real or personal property (tangible or intangible) of whatever kind and description and wherever situated or with any estate or interest, legal or equitable, in the property, to borrow money and to make, accept, endorse, execute, and issue promissory notes or other obligations in payment for property acquired or money borrowed; and to do all such other acts as are necessary or convenient to carry out the purposes set forth in these Articles.

Final control of and responsibility for the receipt, management, and distribution of all funds by the corporation shall rest with the Board of Directors who shall, among other duties, insure that the corporation shall not be subject to tax under Section 4942 of the Internal Revenue Code.

No substantial part of the activities of the corporation shall be attempting to influence legislation or propaganda or otherwise.

Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted by the laws of the State of Florida:

- A. by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or
- B. by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or
- C. by a corporation formed pursuant to Chapter 617, Florida Statutes, with particular reference to Florida Statutes 617.0105 dealing with the prohibited activities of a private foundation.

The Board of Directors are further prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; from retaining any excess business holdings within the meaning of Section 4942(c) of the Internal Revenue Code;

from making or retaining any investments which would subject the corporation to tax under Section 4944 of the Internal Revenue Code; and from making any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code. The Board of Directors shall make distributions at such time and in such manners as not to subject the corporation to tax under Section 4942 of the Internal Revenue Code.

No part of the activities of this corporation shall be the participation in, or intervention in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV

Limitations on the Disposition of Corporate Assets and Net Earnings

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, Board of Directors, 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 II, supra.

ARTICLE V

Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively to provide for the care of others as defined in Article III and qualify as one or more exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Palm Beach County, Florida, exclusively for such purposes or to such organization or organizations that are organized and operated exclusively for such purposes.

ARTICLE VI

Term of Existence

This corporation shall have perpetual existence.

ARTICLE VII

Name and Address of the Incorporator

The name and address of the incorporator is:

Lee B. Gordon, Esquire
265 Sunrise Avenue, Suite 204
Palm Beach, Florida 33480

ARTICLE VIII

Board of Directors

The number of Board members of this corporation shall not be less than three (3) nor more than fifteen (15). The names and addresses of the persons comprising the initial Board members of the corporation until their successors are nominated and appointed as provided in the By-laws are:

Thomas Tribby, President
Patricia Reybold
Peter Elwell
Graham Whitfield
Craig Storch, Treasurer
Robert Foster, Secretary
Joseph Ierardi
Steve Miller
Lee Gordon

And for purposes hereof, their addresses shall be c/o Palm Beach Flagler Rotary Club, Post Office Box 415, Palm Beach, Florida 33480.

ARTICLE IX

By-Laws

The first By-Laws shall be made by the Board of Directors at any regular or special meeting duly called and held for that purpose in accordance with the By-Laws.

ARTICLE X

Amendments to Articles of Incorporation

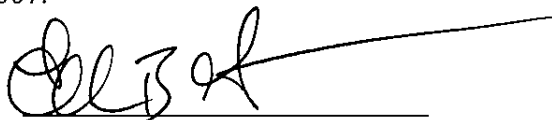
The Articles of Incorporation be amended from time to time by resolution of the Board of Directors at any regular meeting or at any special meeting duly called for that purpose. The resolution shall be certified to be correct by the President and Secretary and filed in the State of Florida.

ARTICLE XI

Special Provisions

- A. This corporation is subordinate to and created under the authority of the Palm Beach Flagler Rotary Club, Inc., a Florida not-for-profit corporation.
- B. The Board of Directors shall dissolve this corporation whenever its permission is surrendered to the Palm Beach Flagler Rotary Club, Inc. In the event of its termination for any reason, all assets of the Foundation shall be distributed as provided herein.

In Witness Whereof, the undersigned Incorporator has executed these Articles of Incorporation this 1st day of November, 2007.



Lee B. Gordon, Incorporator

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES,
THE UNDERSIGNED HEREBY SUBMITS THE FOLLOWING STATEMENT
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE
OF FLORIDA:

1. The name of the corporation is Palm Beach Flagler Rotary, Inc.
2. The name and address of the registered agent and office is:

Lee B. Gordon, Esquire
c/o Lee B. Gordon, P.A.
265 Sunrise Avenue #204
Palm Beach, Florida

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 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, as registered agent, and I am familiar with, and accept, the obligations of my position as registered agent.



Lee B. Gordon, Esquire, as Registered Agent

Dated: November 1, 2007