

No 9000001212

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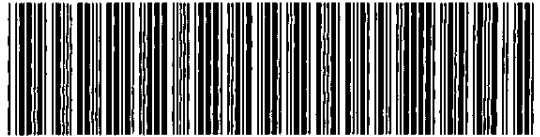
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2531-1011

W08-48969

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W09-4110



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10/23/08--01023--008 **78.75

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2009 FEB -5 PM 2:28

gf 2/6/09



John S. Clardy III*

* Admitted in FL and GA
Board Certified in Elder Law

John Crider 1933-2005

CLARDY

◆ LAW FIRM, PA ◆

P.O. Box 2410
Crystal River, FL 34423-2410
Phone: 352.795.2946
Fax: 352.795.2821

*Elder Law
Wills & Trusts
Probate & Estate Settlement
Estate and Gift Taxation
Senior Asset Protection
Nursing Home Litigation*

January 21, 2009

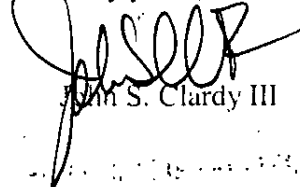
Secretary of State
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Articles of Organization for
ROTARY CLUB OF CENTRAL CITRUS COUNTY
CHARITABLE FOUNDATION, INC.

Pursuant to your recent request, enclosed please find the revised Articles of Incorporation for the above charitable foundation. Enclosed please also find a copy of your letter dated October 24, 2008.

If there is anything else that is needed to incorporate this foundation, please advise.

Sincerely yours,


John S. Clardy III

JSCIII/kfg

enclosures

CHARITABLE FOUNDATION, INC.
ROTARY CLUB OF CENTRAL CITRUS COUNTY
2009 FEB 5 PM 2:28

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2009 FEB -5 PM 2:28



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09 FEB -5 PM 12:55

FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 27, 2009

CLARDY LAW FIRM, P.A.
POST OFFICE BOX 2410
CRYSTAL RIVER, FL 34423-2410

SUBJECT: ROTARY CLUB OF CENTRAL CITRUS COUNTY CHARITABLE
FOUNDATION, INC.
Ref. Number: W09000004110

We have received your document for ROTARY CLUB OF CENTRAL CITRUS COUNTY CHARITABLE FOUNDATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please accept our apology for failing to mention this in our previous letter.

You must list the corporation's principal street address and/or a mailing address in the document. A post office box is not acceptable for the principal address.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Regulatory Specialist II
New Filing Section

Letter Number: 009A00003023

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DIVISION OF CORPORATIONS
2009 FEB -5 PM 2:28



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DIVISION OF CORPORATIONS

2009 FEB -5 PM 2:28

FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 24, 2008

CRIDER CLARDY LAW FIRM
POST OFFICE BOX 2410
CRYSTAL RIVER, FL 34423-2410

SUBJECT: ROTARY CLUB OF CENTRAL CITRUS COUNTY CHARITABLE
FOUNDATION, INC.
Ref. Number: W08000048969

We have received your document for ROTARY CLUB OF CENTRAL CITRUS COUNTY CHARITABLE FOUNDATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

An effective date may be added to the Articles of Incorporation if a 2009 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Clara Golden
Regulatory Specialist II
New Filing Section

Letter Number: 008A00055028

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09 JAN 26 AM 11:00
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION
OF
ROTARY CLUB OF CENTRAL CITRUS COUNTY CHARITABLE FOUNDATION, INC.
(A Not For Profit Corporation)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2009 FEB - 5 PM 2: 28

We, the undersigned, hereby execute the following Articles of Incorporation for the purpose of forming a Corporation under the laws of the State of Florida applicable to a Corporation not for profit.

ARTICLE I - Name: The name of this corporation shall be the ROTARY CLUB OF CENTRAL CITRUS COUNTY CHARITABLE FOUNDATION, INC.

The principle place of business and mailing address of this corporation shall be:
6118 W. Corporate Oaks Dr., Crystal River, FL 34429

ARTICLE II - Existence: This Corporation shall have perpetual existence, unless sooner dissolved by law.

ARTICLE III - Purpose:

- (A) The specific purpose for which this Corporation is organized for worthy community needs, to assist individuals in need of the basic necessities of life, for the advancement of education and literacy, eliminating prejudice and discrimination, advocating peace among all peoples, and to possess all rights, privileges and immunities, and enjoy all the benefits and powers granted to Corporations not for profit under the laws of the State of Florida, and the United States of America.
- (B) Notwithstanding the following, and to supercede the same where in conflict, the general purposes 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.

ARTICLE IV - Non-Profit Status: The Corporation shall have no capital stock and shall declare no dividends, and the profits, or other income, if any, of the Corporation, from whatever source, shall be used solely in promoting the purposed thereof, and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise, in any manner of profit to the Directors, Officers, or Members of this Corporation. However, nothing herein shall prohibit the payment in good faith of reimbursement to any Director, Officer, or Member for out of pocket expenses or reasonable compensation for services actually rendered on behalf of the Corporation.

ARTICLE V- Liquidation:

- (A) In the event of dissolution, all of the remaining assets of the Corporation, after payment of all debts and obligations, shall be distributed to the Rotary Foundation, subject to compliance with the following provision.

- (B) Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purpose within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the Corporation is then located exclusively for such purpose.

ARTICLE VI - Membership: The membership of this Corporation shall consist of all persons who are current members of the Rotary Club of Central Citrus County. The qualification for membership and the manner of admission shall be stated and regulated by the Bylaws of this Corporation.

ARTICLE VI - Incorporators: The names and addresses of the Incorporators of this Corporation are as follows:

Edward Serra, 6118 W. Corporate Oaks Dr., Crystal River, FL 34429

Anthony Palumbo, 4915 W. Horseshoe Drive, Beverly Hills, FL 34465

ARTICLE VIII - Business Affairs

- (A) The business affairs of this Corporation shall be managed by a Board of Directors of not less than five (5) nor more than nine (9) members, as provided for in the By-Laws of this Corporation from time to time, and who shall be elected annually by the Members for a term as stated in the By-Laws. The initial Board of Directors of this Corporation shall consist of the following:

John S. Clardy III, 243 NE 7th Street, Crystal River, FL 34428

Edward Serra, 6118 W. Corporate Oaks Dr., Crystal River, FL 34429

Anthony Palumbo, 4915 W. Horseshoe Drive, Beverly Hills, FL 34465

Linda Cridland, 957 S. Lois Terrace, Inverness, FL 34453

Karen Stephenson, 1494 N. Lagoon Point, Inverness, FL 34453

- (B) Except for the initial Board of Directors named herein, the qualifications for Directors of this Corporation shall include members in good standing of the ROTARY CLUB OF CENTRAL CITRUS COUNTY.

ARTICLE IX - Officers: The Officers of the Corporation shall be a President, Secretary, and Treasurer, and such other Officers as the Board of Directors may from time to time name and designate. All such offices shall be filled through the election process at the first meeting each year of the Board of Directors. The initial Officers of the Corporation shall be:

President: Anthony Palumbo

Secretary/Treasurer: Edward Serra

ARTICLE X - By-Laws: The Directors shall have the right to make and adopt such By-Laws as they shall deem proper and advisable. Such By-Laws may also be made, altered, or rescinded upon a majority vote of the Members of the Corporation present and voting at any regular or special business meeting called for that purpose.

ARTICLE XI - Amendments: Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote at a meeting for which notice of the amendment to be made has been given in the manner set forth in the By-Laws of this Corporation.

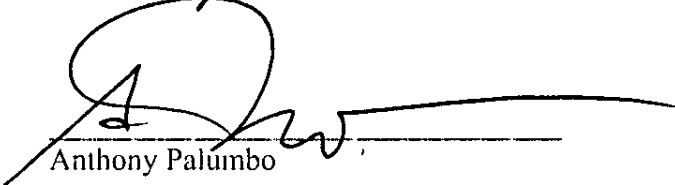
ARTICLE XII - Registered Agent and Offices: The name and address of the Corporation's Registered Agent shall be Edward Serra, 6118 W. Corporate Oaks Dr., Crystal River, FL 34429

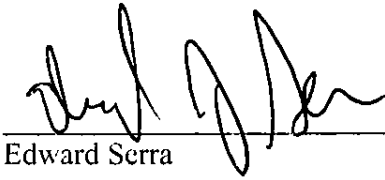
ARTICLE XIII - Limitation on Powers:

- (A) Notwithstanding any other provision of these articles, this organization 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.
- (B) Specifically, this organization shall:
 - 1. Absolutely refrain from participating in the political campaigns of candidates for local, state or federal office.
 - 2. Absolutely ensure that its assets and earnings do not unjustly enrich board members, officers, key management employees, or other insiders.
 - 3. Not further non-exempt purposes (such as purposes that benefit private interests) more than insubstantially.
 - 4. Not operate for the primary purpose of conducting a trade or business that is not related to its exempt purpose(s).

5. Not engage in activities that are illegal or violate fundamental public policy.
6. Restrict its legislative activities.

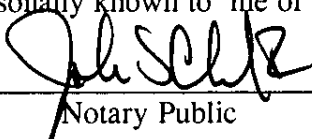
IN WITNESS WHEREOF, we have here unto set our hands and seals, acknowledge and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 25 day of September, 2008


Anthony Palumbo


Edward Serra

STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 25 day of Sept, 2008, by ANTHONY PALUMBO, who is personally known to me or who has produced _____ as identification.

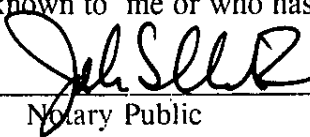

Notary Public



John S. Clardy III
Commission # DD602166
Expires November 24, 2010
Bonded Tray Fain Insurance Inc. 800-385-7019

STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 25 day of September, 2008, by EDWARD SERRA, who is personally known to me or who has produced 2008 as identification.

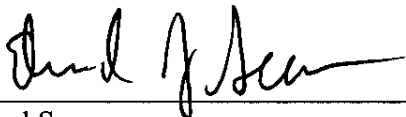

Notary Public



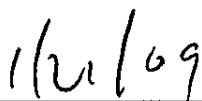
John S. Clardy III
Commission # DD602166
Expires November 24, 2010
Bonded Tray Fain Insurance, Inc. 800-385-7019

Acceptance of Appointment as Registered Agent

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



Edward Serra



Date

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SECRETARY OF STATE
DIVISION OF CORPORATION
2009 FEB -5 PM 2:28