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To:

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From:

Account Name : LAW OFFICE OF TIMOTHY C. SCHULER
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Phone : (727) 398-0011
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FLORIDA PROFIT/NON PROFIT CORPORATION

Caribbean Partnership, Inc.

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**ARTICLES OF INCORPORATION
OF
CARIBBEAN PARTNERSHIP, INC.
(A Corporation Not for Profit)**

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 and Principal Office: The name of this Corporation shall be the CARIBBEAN PARTNERSHIP, INC., and its principal office and mailing address is 9075 Seminole Blvd., Seminole, FL 33772.

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 is to provide opportunities for Rotarians in the United States and in the Caribbean to (1) become better educated as to their respective cultural similarities and differences, and (2) develop relationships and share knowledge, ideas and interests that would result in partnered clubs which provide for worthy community needs, assisting individuals in need of the basic necessities of life, advancing education and literacy, eliminating prejudice and discrimination, and advocating peace among all peoples.

(B) In furtherance of this specific purpose, the corporation shall engage in activities which promote:

1. Cultural Exchanges
2. Develop Rotary Relationships, Fellowship and Friendships
3. Share Rotary knowledge, ideas and interests, strengthening Rotary in the Partnered Clubs and Districts
4. Assist the Rotary Family and their communities in time of disaster
5. Develop and carry out joint projects that will create an enduring bond between partnered clubs and provide assistance to the needed community

(C) The general purpose for which this Corporation is organized is 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.

(D) Notwithstanding the foregoing, and to supercede the same where in conflict, the general purposes for which the Corporation is organized are exclusively charitable, 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.

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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 purpose 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, an IRS approved 501(c)(3) foundation, equally divided in the name of the Rotary Districts from which this Corporation draws its resources..

(B) Upon the dissolution of the corporation, should The Rotary Foundation not exist, or not possess 501(c)(3) status, assets shall be distributed for one or more exempt purposes 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 purposes.

ARTICLE VI - Membership: The Active Membership of this Corporation is open to any Rotary District within the territorial boundaries of Rotary International Zones 33 and 34. Associate Membership shall be open to any Rotary District which is interested in furthering the purposes of this Corporation as set forth in Article II. The Membership Interest shall be represented by the sitting District Governor in each Member District. The qualification for membership and the manner of admission shall be as stated and regulated by the By-Laws of this Corporation.

ARTICLE VII - Incorporator: The names and addresses of the Incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Timothy C. Schuler	9075 Seminole Blvd. Seminole, FL 33772

ARTICLE VIII - Business Affairs:

(A) The business affairs of this Corporation shall be managed by a Board of Directors of not less than three (3) nor more that thirty (30) members, as provided for in the By-Laws of

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this Corporation from time to time, and who shall take office as provided for in the By-Laws. The initial Board of Directors of this Corporation shall consist of the following:

<u>Name</u>	<u>Address</u>
Eric Adamson	19 Walnut Drive Front Royal, VA 22630
John Smarge	3861 Domestic Avenue Naples, FL 34104
Milton Jones	P.O. Box 1690 Zephyrhills, FL 33539

(B) The qualifications for Directors of this Corporation shall include membership in any Rotary Club within a Rotary District that is a Member of the Corporation, and serving as the District Governor Elect.

(C) The current Rotary International Director representing Zones 33 & 34 shall automatically be an ex-officio member of the Board of Directors.

ARTICLE IX - Officers: The Officers of the Corporation shall be a Chairman, Vice-Chairman, Secretary, Treasurer, Communications Officer, Immediate Past-Chairman, and such other Officers as the Board of Directors may from time to time name and designate. All such offices shall be filled as provided for in the By-Laws of this Corporation. The initial Officers of the Corporation shall be:

Chairman	Barry Rassin Post Office Box N - 972 Nassau, Bahamas
Chairman-Elect	J.V Vlass 14370 Freemanville Rd. Alpharetta, GA 30004
Secretary	Gary Israel 21684 Windham Run Estero, FL 33928-3256
Treasurer	Phil Lustig 9937 Majorca Place Boca Raton, FL 33434
Immediate Past-Chairman	George Banning 2506 Clubhouse Drive Plant City, FL 33566
Communications Officer	Don Chandler 3801 Crown Bay, Suite 203 St. Thomas, USVI, 00802

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ARTICLE X - By-Laws: The Directors shall have the right to make and adopt such By-Laws as they shall deem proper and advisable not in conflict with these Articles or the Manual of Procedure of Rotary International, by a two-thirds vote of the Board at any regular or special meeting thereof provided that notice of such meeting containing the text of the proposed By-Law amendment is furnished to each Director at least five days prior to such meeting. 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. All By-Law amendments made by the Board of Directors must be furnished to the Members within ten (10) days of adoption by the Board, and shall be deemed ratified by the Members if no action is taken by them to alter or rescind the amendments within 20 days after notice is provided to them. Notice is deemed effective upon certification by the Corporate Secretary that the amendments have been placed in the mail, or sent by facsimile or electronic mail.

ARTICLE XI - Amendments: Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to the members, or by any Member. Amendments of the Articles of Incorporation shall be by approval by two-thirds of the membership voting at any regular or special meeting in which a quorum is present, provided that written notice of such meeting containing the text of the proposed amendments be furnished to each member not less than ten days prior to such meeting.

ARTICLE XII - Registered Agent and Office: The address of the Corporation's Registered office shall be 9075 Seminole Boulevard, Seminole, Florida 33772, and the name of its Registered Agent as said address shall be Timothy C. Schuler, Esq.

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.

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IN WITNESS WHEREOF, I have here unto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 24 day of August, 2009.



Timothy C. Schuler

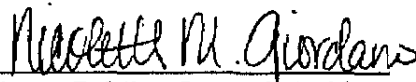
STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, the undersigned authority, personally appeared Timothy C. Schuler, to me personally known to be the person who executed the foregoing Articles of Incorporation, or who produced a Florida Driver's License as proof of identification, and he acknowledged to and before me that he executed such instrument for the purposes therein intended.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 24th day of August, 2009.



Nicolette M. Giordano
Commission # DD594404
Expires September 12, 2010
Notary Public - State of Florida


Notary Public - State of Florida
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.

Dated this 24 day of August, 2009.



Timothy C. Schuler
Registered Agent

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