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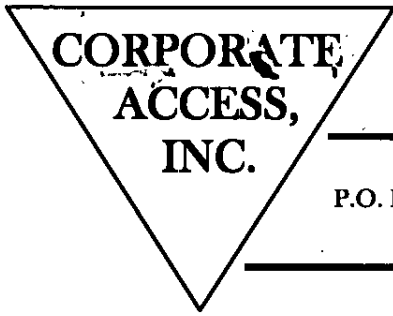
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1. The Kiwanis Club of Manatee Sunrise
(CORPORATE NAME AND DOCUMENT #)
Foundation, Inc.
2. _____
(CORPORATE NAME AND DOCUMENT #)
3. _____
(CORPORATE NAME AND DOCUMENT #)
4. _____
(CORPORATE NAME AND DOCUMENT #)
5. _____
(CORPORATE NAME AND DOCUMENT #)
6. _____
(CORPORATE NAME AND DOCUMENT #)

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SPECIAL INSTRUCTIONS:

**ARTICLES OF INCORPORATION
OF**

The Kiwanis Club of Manatee Sunrise Foundation, Inc.

A NON-PROFIT CORPORATION

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The undersigned incorporators in order to form a non-profit corporation under the laws of the state of Florida adopt the following Articles of Incorporation:

ONE: The name of this corporation shall be:

The Kiwanis Club of Manatee Sunrise Foundation, Inc.

TWO: The principal place of business and mailing address of this corporation shall be:

- a) **For business purposes and not for mailing: c/o Teledrex, 1202 Gary Avenue Suite 13, Ellenton, Florida 34222**
- b) **For mailing purposes: PO Box 1697, Bradenton, FL 34206**

THREE: This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The specific purposes for which this corporation is organized are:

- A. The purposes for which The Kiwanis Club of Manatee Sunrise Foundation, Inc. is organized are exclusively charitable, educational and scientific within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.**
- B. 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.**

C. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a 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 or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

D. To solicit, collect and otherwise raise money to fund those aims and goals of The Kiwanis Club of Manatee Sunrise Foundation, Inc. which are exclusively charitable and 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.

FOUR: The manner in which the Directors are elected is as follows:

The Officers and Directors will be elected in accordance with this organization's bylaws.

FIVE: The corporate powers of this corporation are as provided in appropriate State statutes, unless limited as follows:

No additional limits.

SIX: These Articles of Incorporation may be amended as follows:

A. At any regular or special meeting of the Corporation, at which a quorum is present, by affirmative vote of two-thirds of the members present and voting, providing the Directors have previously considered the merits of the amendments.

B. No amendment shall be put to a vote unless written notice thereof stating the proposed amendment shall have been given to each member, by mail or personal delivery, at least two weeks prior to the meeting at which the vote on the proposed amendment is to be taken.

SEVEN: (A) the corporation and its members will at all times abide and be governed and controlled by the Bylaws and Policies of Kiwanis International now in force or hereafter from time to time adopted, insofar as any provision of such Bylaws may be applicable.

(B) the corporation will comply with all such conditions and requirements as Kiwanis International may prescribe.

(C) whenever requested by the Board of Trustees of Kiwanis International, the corporation shall dissolve or change its form of organization, as may from time to time be requested by said Board.

(D) no amendments to the Articles of Incorporation or corporate bylaws or change in the purpose of the corporation shall be made without the consent of Kiwanis International.

EIGHT: The name and street address of the initial Registered Agent of this corporation is:

Mark Hildebrandt, 1202 Gary Avenue Suite 13, Ellenton, Florida 34222

NINE: The names and the street addresses of the 3 initial directors and 3 incorporators are:

Directors:

Mark Hildebrandt, 1202 Gary Avenue Suite 13, Ellenton, Florida 34222

Steve Covey, 6308 44th Avenue East, Bradenton, Florida 34208

Jessica Pelot, 218 Crescent Court East, Bradenton, Florida 34208

Incorporators:

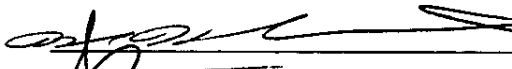
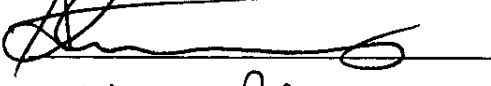
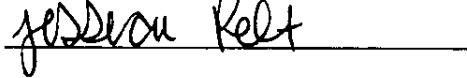
Mark Hildebrandt, 1202 Gary Avenue Suite 13, Ellenton, Florida 34222

Steve Covey, 6308 44th Avenue East, Bradenton, Florida 34208

Jessica Pelot, 218 Crescent Court East, Bradenton, Florida 34208

The undersigned incorporators have executed these Articles of Incorporation this _____ day of _____, 2010.

Signatures of Incorporators:

	MARK HILDEBRANDT	Incorporator/ Reg Agent
	STEVE COVEY	Incorporator
	JESSICA PELOT	Incorporator

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