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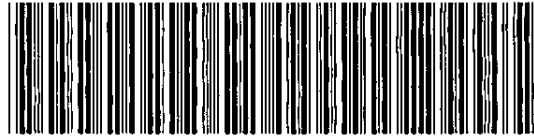
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OCT 31 2013
T. CARTER

AMENDED & RESTATED ARTICLES OF INCORPORATION -

~~Rotary Club~~ Downtown Boca Raton Fund, Inc.

incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby
following Articles of Incorporation:

ARTICLE I

First: The name of the Corporation shall be "Rotary Club Downtown Boca Raton Fund, Inc."

Employer Identification Number: 46-0790021

Second: The place in this state where the principal office of the Corporation is to be located is the City of Boca Raton, Palm Beach County, Florida, U.S.

Third: Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, 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 the corresponding section of any future federal tax code.

Fourth: The names and addresses of the persons who are the initial trustees of the corporation are as follows:

Alan Kaye, President
20968 Delagado Terrace
Boca Raton, FL 33433

Janice Williams, Secretary
6099 NW 31st Terrace
Boca Raton, Florida 33496

Deborah Freudenberg, Treasurer
21802 High Pine Trail
Boca Raton, FL 33428

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Fifth: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax

code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

If reference to federal law in articles of incorporation imposes a limitation that is invalid in your state, you may wish to substitute the following for the last sentence of the preceding paragraph:

“Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.”

Sixth: 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 the 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 a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE II

The principal place of business address:

21802 High Pine Trail
Boca Raton, FL U.S. 33428

The mailing address of the corporation is

P.O. Box 880087
Boca Raton, FL U.S. 33488

ARTICLE III

The purpose of this Corporation is to receive and administer funds to benefit the Boca Raton Community through Health and Wellness, and Community well-being.

ARTICLE IV

The manner in which directors are elected or appointed is:

As provided for in the By Laws.

ARTICLE V

The name and Florida street address of the registered agent is:

Deborah Freudenberg, Treasurer
21802 High Pine Trail
Boca Raton, FL 33428

ARTICLE VI

The name and address of the incorporator is:

Alan Kaye, President
20968 Delagado Terrace
Boca Raton, FL 33433

ARTICLE VII

The initial officer(s) and/or director(s) of the corporation is/are:

Alan Kaye, Title: President
20968 Delagado Terrace
Boca Raton, FL 33433

Janice Williams, Title: Secretary
6099 NW 31st Terrace
Boca Raton, Florida 33496

Deborah Freudenberg, Title: Treasurer
21802 High Pine Trail
Boca Raton, FL 33428

Jon Kaye, Title: Director
12716 NW 18th Place
Coral Springs, FL 33071

Dr. Robert Klein Title: Director
1906 Clint Moore Road, Suite 4
Boca Raton, FL 33496


Bob Hildreth Title: Director
5642 Santiago Circle
Boca Raton, FL 33433

ARTICLE VIII

The effective date for this corporation shall be:

11/06/2012

In witness whereof, we have hereunto subscribed this 6 day of November, 2012.

A handwritten signature in cursive script, appearing to read "Alan Kaye".

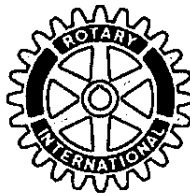
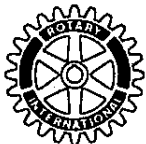
Alan Kaye, President

A handwritten signature in cursive script, appearing to read "Janice Williams".

Janice Williams, Secretary

A handwritten signature in cursive script, appearing to read "Deborah Freudenberg".

Deborah Freudenberg, Treasurer



ROTARY CLUB
**DOWNTOWN
BOCA RATON**
Exceptional Leaders Impacting Lives

2013-2014

Board

President
Alan Kaye

President -
Elect
Frank Feiler

Treasurer
Deborah
Freudenberg

Secretary
Janice
Williams

October 16, 2013

Florida Department of State

To Whom It May Concern:

Attached please find Amended & Restated Articles of Incorporation for the Rotary Club Downtown Boca Raton Fund, Inc.

As discussed, the prior submission was erroneously restated without the word "Fund" included in the name.

Board Members

Ingrid Fulmer
Dr. Ira Gelb
Gary Hickory
Bob Hildreth
Jon A. Kaye
Dr. Robert
Klein
Dr. Ronald
Rubin
Robin
Trompeter
Joanne
Williams

Corporate Name

ROTARY CLUB DOWNTOWN BOCA RATON,
INC.
ROTARY CLUB DOWNTOWN BOCA RATON,
INC.
ROTARY CLUB DOWNTOWN BOCA RATON
FUND, INC.

**Document
Number**

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Status

Active
Active
NAME
HS

Sincerely,

Alan Kaye
President

The Four Way Test

Is it the **TRUTH**? Is it **FAIR** to all concerned? Will it build **GOODWILL** and **BETTER FRIENDSHIPS**? Will it be **BENEFICIAL** to all concerned?