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AIRAN and ASSOCIATES, P.A.
275 S.W. 13 Street (Coral Way)
Miami, Florida 33130

D.S. (Dar) Airan, PhD, * LLM **

* Civil/Environmental Engineering
** Real Estate, Land Use, and Finance Law

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March 14, 1996

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Department of State
Division of Corporations
The Capitol
Tallahassee, Florida 32304

Re: ROTARY CLUB OF MIAMI WEST, INC.

Gentlemen:

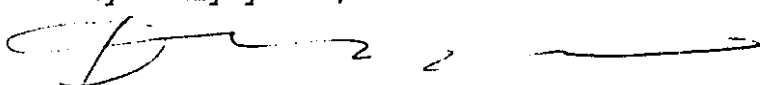
Enclosed are the original and one copy of the Articles of Incorporation for the above-named proposed Florida Non-Profit Corporation. Also enclosed is our firm's check in the amount of \$122.50, representing payment of the following:

Filing fee	\$ 35.00
Certified Copy	52.50
Registered agent fee	35.00

Please file the enclosed Articles of Incorporation and return a time stamped copy to the undersigned in the enclosed self-addressed and stamped envelope.

Thank you for your courtesies in this matter.

Very truly yours,


D.S. "Dar" Airan
DSA:mr
Enclosures

JUL 15 1996

BSB

FILED
96 JUL 12 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ROTARY CLUB OF MIAMI WEST, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, majority of whom are citizens of United States of America, hereby associate ourselves together for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I

NAME:

The name of the corporation shall be: ROTARY CLUB OF MIAMI WEST INC., which corporation shall hereinafter be referred to as the "Corporation".

ARTICLE II

PURPOSE:

The purposes for which the Corporation is to be formed are exclusively to receive and administer funds for educational and charitable purposes within the meaning of Section 501, (c) (3) of the Internal Revenue Code of 1986.

ARTICLE III

POWERS:

The Corporation shall have the following powers:

1. The Corporation shall have all the common law statutory powers of a corporation not-for-profit under the laws of Florida and all other powers and duties reasonably necessary to implement and effectuate the purposes of the Corporation, as hereinabove set forth, including, but not limited to, the following:

(a) To take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value.

(b) To sell, convey, or otherwise dispose of any such property and to invest, or deal with the principal or the income thereof in such manner, as in the judgement of the directors, will best promote the purposes of the Corporation without limitations, accept such limitations, if any, as may be contained in the instrument under which such property is received, this Certificate of Incorporation, the By-Laws of the Corporation, or any laws

applicable thereto.

(c) To do any other act or thing incidental to or connected with the above purpose or advancement thereof, but not for the pecuniary profit for financial gain of its directors, officers except as permitted under the Not-For Profit Corporation law.

2. No part of the net earnings of the Corporation shall inure to the benefit of the Corporation, or to the benefit of any member, trustee, or officer of said Corporation, or any private individual, and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the Corporate assets on dissolution of the Corporation.

3. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal Tax laws.

4. The Corporation shall not engage in any act of self dealing as defined in Section 4941 (D) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal Tax laws.

5. The Corporation shall not retain any excess business holdings as defined in Section 4943 (C) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal laws.

6. The Corporation shall not make any investments in such manners as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal Tax laws.

7. The Corporation shall not make any taxable expenditures as defined in Section 4945 (D) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal Tax laws.

8. Notwithstanding any of the provisions of the Certificate, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (C) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (C) (2) of such codes and regulations as they not exist or as they hereafter be amended.

9. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed

exclusively to charitable, religious and educational organizations which will then qualify under the provisions of Section 501 (C) (3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

10. The powers of the Corporation shall be subject to and shall be exercised in accordance with the By-Laws of the Foundation.

ARTICLE IV
OFFICE:

The office of the Corporation is located in Dade County, Florida at P.O. Box 526500, Miami, Florida 33152-6500.

ARTICLE V
TERRITORY:

The territory in which the operations of the Corporation are principally to be conducted is the United States of America and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

ARTICLE VI
MEMBERS:

The members of the Corporation shall consist of those persons to be determined by the By-Laws of the Corporation.

ARTICLE VII
OFFICERS:

1. The affairs of the Corporation shall initially be administered by the officers named in these Articles of Incorporation and any vacancies shall be filled by appointment of the first Board of Directors. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Corporation, which officers shall serve at the pleasure of the Board of Directors.

2. The names and addresses of the officers which will serve until their successors are designated by the Board of Directors elected by the membership of the Corporation, are as follows:

President:	Michael Herold 8970 S.W. 86 Street Miami, Fl. 33173
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Past President:	David S. Kelley
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1005 Mariana Avenue
Coral Gables, Fl. 33134

Vice-President: Yvonne Diaz
671 E. 6 Place
Hialeah, Fl. 33010

Secretary: Joe Perez
6820 SW 78 Terr
Miami, Fl. 33131

Treasurer: Nulson Lopez
12896 SW 149 ST
Miami, Fl. 33186

ARTICLE VIII
DIRECTORS:

1. The affairs of the Corporation shall be managed by a Board consisting of a number of Directors which shall be determined by the By-Laws of the Corporation, but shall not be less than three (3) in number. In the absence of determination as to the numbers of members, the Board of Directors shall consist of three (3) directors.

2. The Directors of the Corporation shall be elected at the annual meeting of the members in a manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in a manner provided by the By-Laws.

3. The Directors herein, named shall serve until the first election of the Directors of the Corporation members, and any vacancies in the number occurring before the first election shall be filled by the remaining Directors.

4. The names and address of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

<u>NAME</u>	<u>ADDRESSES</u>
Michael Herold	8970 S.W. 86 Street Miami, Fl. 33173
Yvonne Diaz	671 E. 6 Place Hialeah, Fl. 33010
David Kelley	1005 Mariana Avenue Coral Gables, Fl. 33134

Joe Perez

6820 SW 78 Terr
Miami, Fl. 33131

Nelson Lopez

12896 SW 149 ST
Miami, Fl. 33186

Shay Gomez

1371 Westward Drive
Miami Springs, Fl. 33166

Airan Lalita

6100 Blue Lagoon Dr
Miami. Fl 33126

Hernan Julio-Varas

6666 SW 115 Ct. Apt. 407
Miami, Fl 33173

Woodley Tom

15640 Collins Ave #904
Miami, Fl. 33160

5. Mike Herold shall serve as the Chairman of the first Board of Directors.

ARTICLE IX

INDEMNIFICATION:

Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him/her in connection with any proceeding to which he/she may be a party, or in which he/she may become involved by reason of his/her being or having been a Director or officer of the Corporation, whether or not he/she is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in performance of his/her duties; provided that in the event of a settlement, indemnification shall apply only when the Board of Directors approved such settlement and reimbursement as being for the best interest of the Corporation. The foregoing right of indemnification shall be in addition to, but not exclusive to all other rights to which such Directors or officer may be entitled.

ARTICLE X

BY-LAWS:

The first By-Laws of the Corporation shall be adopted by the Board of Directors named herein. These By-Laws may be amended in

the following manner:

1. Notice of the subject matter of a proposed amendment shall be included in a notice of any meeting at which proposed amendment is to be considered.

2. A resolution adopting a proposed amendment may be proposed by either the Board of Directors or by the members of the Corporation. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, such approvals must be by either:

(a) Not less than seventy-five percent (75%) of the entire membership of the Board of Directors and not by less than seventy-five percent (75%) of the votes of the entire membership of the Corporation; or

(b) By all the Directors.

3. Provided, however that no amendment shall be made which is in conflict with the Articles of Incorporation.

4. A copy of each amendment shall be attached to a certificate certifying that the amendment was duly adopted as an amendment of the By-Laws, which certificate shall be executed by the officers of the Foundation with the formalities of a deed. The amendment shall be effective when such certificate and a copy of the amendment are recorded in the Public Records of Dade County, Florida.

ARTICLE XI **AMENDMENTS:**

Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

1. Notice of the subject matter of the proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

2. A resolution approving the proposed amendment may be proposed by either the Board of Directors or by anyone or more members of the Corporation. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided such approval is delivered to the Secretary of the Foundation at or prior to the meeting, and;

(a) Such approval must be by not less than seventy-five percent (75%) of the entire membership of the Board of Directors

and by not less than seventy-five percent (75%) of the votes of the entire membership of the Foundation; or

(b) By all the directors.

3. A copy of each amendment to the Article of Incorporation as approved, shall be accepted and certified by the Secretary of State.

ARTICLE XII

TERM:

The Corporation shall have perpetual existence.

ARTICLE XIII

INCORPORATOR:

Name: LALITA D. AIRAN

Address: 6100 BLUE LAGOON DR
Suite 100
Miami, Fl 33126

ARTICLE XIV

REGISTERED AGENT:

The initial registered agent for the Corporation shall be:

Lalita D. Airan.
6100 Blue Lagoon Dr
Suite 100
Miami, Fl 33126

ARTICLE XV

INITIAL ADDRESS:

The initial address of the Corporation shall be at 6100 Blue Lagoon Dr., Suite 100 Miami, Fl. 33156.

IN WITNESS WHEREOF, Lalita D. Airan, the Incorporator has hereunto affixed his signature on this 29th day of June 1996.

Lalita D. Airan
(Incorporator)

ARTICLE XVI

Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under sections 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law or (b) a corporation, contributions to which are deductible under section 170(c)(3) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States internal revenue law.

IN WITNESS WHEREOF, the undersigned has set their signatures and seal as President and Secretary of the Rotary Foundation of Miami West, Inc., and have acknowledged and filed in the office of the Department of State of Florida these Articles of Incorporation, this 29th day of June, 1996.

Michael Herold
President

Joe Perez
Secretary

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96 JUL 12 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT BY RESIDENT AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Lalita D. Airan
Resident Agent
Lalita Airan

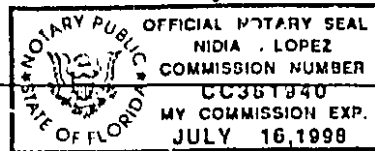
STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that on this 29th day of June, 1996, personally appeared before me the undersigned Notary Public in and for the State of Florida, Michael Herold, Joe Perez and Lalita Airan parties to the foregoing Articles of Incorporation, and each acknowledged that he did make, subscribe and acknowledge the

foregoing Articles of Incorporation as and for his voluntary act and deed, and that the facts therein set for are true and correct as given under my hand and official seal, the day and year written at Miami, Dade County, Florida.

Nidia C. Lopez
NOTARY PUBLIC, State of Florida
at Large

My Commission Expires: _____



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