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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: KIWANIS CLUB OF WESTSIDE, WEST PALM BEACH SC

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ARTICLES OF INCORPORATION

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OF

KIWANIS CLUB OF WESTSIDE, WEST PALM BEACH SCHOLARSHIP FUND, INC.,
A NON-PROFIT CORPORATION

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is KIWANIS CLUB OF WESTSIDE, WEST PALM BEACH SCHOLARSHIP FUND, INC., A NON-PROFIT CORPORATION.

ARTICLE II - PURPOSE

The purpose of the corporation is to provide college scholarships for high school students demonstrating outstanding academic ability and community involvement as well as financial need.

ARTICLE III - DURATION

This corporation shall have perpetual existence.

ARTICLE IV - MEMBERS

Potential members shall submit an application for membership and shall be admitted when approved by the Board of Directors.

ARTICLE V - INITIAL REGISTERED AGENT

The name and street address of the initial Registered Agent is RAYMOND KRUTZ, 1860 Forest Hill Blvd., Suite 206, West Palm Beach, FL 33406.

ARTICLE VI - BY-LAWS

The By-Laws shall be adopted by the Board of Directors and may be amended by a majority vote of the Board of Directors.

Prepared by:
Kirk Grantham, Esq.
1860 Forest Hill Blvd., #105
West Palm Beach, FL 33406
(561) 966-6211
Fla. Bar No. 133803

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ARTICLE VII- INITIAL PRINCIPLE OFFICE H 96 000014422

The street address of the initial principle office of RIWANIS CLUB OF WESTSIDE, WEST PALM BEACH SCHOLARSHIP FUND, INC., A NON-PROFIT CORPORATION, is 1860 Forest Hill Blvd., Suite 206, West Palm Beach, FL 33406.

ARTICLE VIII - BOARD OF DIRECTORS

The corporation shall have not less than three and no more than seven directors. The initial directors shall be:

Raymond Krutz	1860 Forest Hill Blvd, Suite 206 West Palm Beach, FL 33406
Lori Hausman	931 Village Blvd., #905 West Palm Beach, FL 33409
Clement Brandenburg, Jr.	2000 Palm Beach Lakes Blvd., #800 West Palm Beach, FL 33409

ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X - INCORPORATOR

The name and address of the incorporators signing these Articles of Incorporation are:

Raymond Krutz	1860 Forest Hill Blvd, Suite 206 West Palm Beach, FL 33406
Lori Hausman	931 Village Blvd., #905 West Palm Beach, FL 33409
Clement Brandenburg, Jr.	2000 Palm Beach Lakes Blvd., #800 West Palm Beach, FL 33409

ARTICLE XI - MISCELLANEOUS PROVISIONS

The Board of Directors shall have the power to 1) enter into contracts for services to be provided to the corporation, 2) borrow funds for operation and the purchase of equipment, 3) hire employees to carry out the purpose of the corporation, 4) enact and approve By-Laws, 5) make amendments to these Articles, and 6) terminate the corporation. The Board of Directors is specifically authorized to hire and do business with the members of the corporation and members of the Board of Directors.

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ARTICLE XII- TERMINATION

In the event of the termination of the corporation then all debts shall be paid and the assets remaining shall be distributed to a non-profit organization to be chosen by the Board of Directors.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 28th day of Aug, 1996.

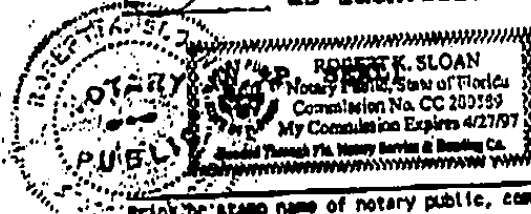
Raymond Krutz
RAYMOND KRUTZ

Lori Hausman
LORI HAUSMAN

Clement Brandenburg, Jr.
CLEMENT BRANDENBURG, JR.

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 28th day of Aug, 1996 by RAYMOND KRUTZ who is personally known to me or who produced personally known as identification.

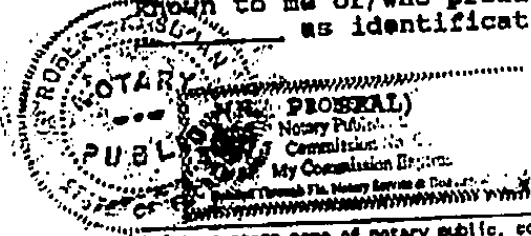


Robert K. Sloan
Notary Public, State of Florida

Print or stamp name of notary public, commission number and date of expiration

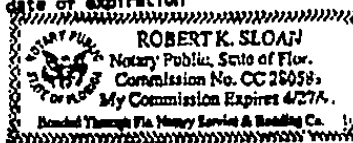
STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 28th day of Aug, 1996 by LORI HAUSMAN who is personally known to me or who produced driver's license as identification.



Robert K. Sloan
Notary Public, State of Florida

Print or stamp name of notary public, commission number and date of expiration

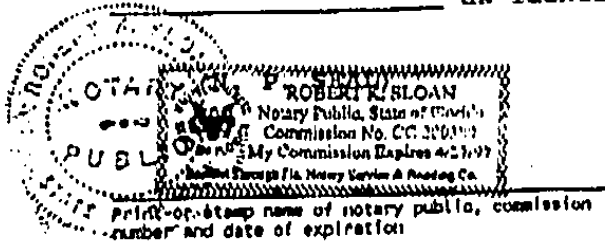


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STATE OF FLORIDA
COUNTY OF PALM BEACH

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The foregoing instrument was acknowledged before me this 28th
day of August, 1996 by CLEMENT BRANDENDURO, JR. who is
personally known to me or who produced driver's license
as identification.



Robert K. Sloan
Notary Public, State of Florida

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EMPIRE CORPORATE KIT

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DESIGNATION AND ACCEPTANCE
OF REGISTERED AGENT

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KIWANIS CLUB OF WESTSIDE, WEST PALM BEACH SCHOLARSHIP FUND, INC., A NON-PROFIT CORPORATION, hereby appoints RAYMOND KRUTZ to act as Registered Agent for the purpose of accepting service of process in accordance with the provisions of Chapter 607, F.S.A.

The undersigned does hereby accept such appointment.


RAYMOND KRUTZ

regikiwanis.art

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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