

CARLOS J. BERROCAL<sup>1</sup>  
ROBERT W. WILKINS<sup>2,4,6</sup>  
JANE S. HUNSTON<sup>3,5</sup>  
WILLIAM E. WARDLE, JR.

<sup>1</sup>ALSO ADMITTED IN DISTRICT OF COLUMBIA  
<sup>2</sup>ALSO ADMITTED IN NEW YORK  
<sup>3</sup>ALSO ADMITTED IN OHIO & COLORADO  
<sup>4</sup>BOARD CERTIFIED CIVIL TRIAL LAWYER  
<sup>5</sup>BOARD CERTIFIED REAL ESTATE ATTORNEY  
<sup>6</sup>BOARD CERTIFIED BUSINESS LITIGATION LAW

**BERROCAL & WILKINS**  
A PROFESSIONAL ASSOCIATION  
ATTORNEYS AND COUNSELORS AT LAW  
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JUPITER, FLORIDA 33477-5111  
TEL: (561) 746-7455  
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N980000000786  
February 6, 1998

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

500002426725--9  
-02/10/98--01057--007  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Articles of Incorporation for Jupiter Tequesta Sunrise  
Rotary Club, Inc., a Florida Not-for-Profit Corporation

Ladies:

Enclosed please find the original, plus one copy, of the  
Articles of Incorporation for the above-referenced corporation. We  
would appreciate your filing the original with your office and  
forwarding a certified copy back to our office.

In support of our request, we have enclosed our check in the  
amount of \$122.50 which represents the following charges:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Designation	35.00
Total	\$122.50

Thank you for your assistance in this matter. Please do not  
hesitate to contact me should you have any questions.

Sincerely,

  
Carlos J. Berrocal

Enclosures  
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ARTICLES OF INCORPORATION

OF

JUPITER TEQUESTA SUNRISE ROTARY CLUB, INC.

A FLORIDA NOT-FOR-PROFIT CORPORATION

ARTICLE I. NAME

The name of the Corporation is JUPITER TEQUESTA SUNRISE ROTARY CLUB, INC.

ARTICLE II. DURATION

The term of existence of the Corporation is perpetual, and the corporate existence will commence on the filing of these Articles by the Department of State.

ARTICLE III. PURPOSE

The Corporation is organized exclusively for the following purposes: charitable, scientific, and educational purposes.

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, trustee, director, or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, trustee, director, or 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.

(b) No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Internal Revenue Code Section 501(h)], or participating in, or intervening in [including the publication or distribution of statements], any political campaign on behalf of any candidate for public office.

(c) In the event of the liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary or by operation of law, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE IV. DIRECTORS

There shall be three (3) members of the initial Board of

Directors of the Corporation. The names and addresses of the persons who are to serve as Directors until the first election thereof are as follows:

Ellen Wilson  
[Director1]

300 Ocean Trail #1401  
Jupiter, Florida 33477

Katherine Van Noorden  
[Director2]

17576 Bridle Court  
Jupiter, Florida 33478

Thomas R. Boyhan  
[Director3]

212 S. Old Dixie Highway  
Jupiter, Florida 33458

Any action required or permitted to be taken by the Board of Directors under any provisions of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this Corporation authorize the Board to so act. Such a statement shall be prima facie evidence of such authority.

#### ARTICLE V. REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be located at 1070 E. Indiantown Road, Jupiter, Florida 33477. The initial registered agent of the Corporation at that address shall be Carlos J. Berrocal.

#### ARTICLE VI. MEMBERSHIP

Unless otherwise provided in the Corporation's Bylaws, the Corporation shall have members, and shall be considered a membership organization.

#### ARTICLE VII. ABSENCE OF MEMBERSHIP CONTROL

The Corporation shall be governed by its Board of Directors; the Directors of which shall serve indefinitely, unless sooner removed by their own resignation or by the majority vote of a quorum of the Board of Directors. As such, any applicants elected to the membership of the Corporation pursuant to the Bylaws of the Corporation shall be without right or entitlement to vote on any corporate matter, whether or not such matter

requires the vote of members or shareholders under Florida Statutes Section 607. The Board of Directors may, however, delegate so much of its authority to officers of the Corporation, committees composed of members, if any, directors, officers, or individuals, or any combination thereof, as it deems advisable to fulfil its tax-exempt purposes.

#### ARTICLE VIII. NONSTOCK CORPORATION

The Corporation shall be considered organized on a nonstock basis, and, therefore, certificates of shares of stock in the Corporation shall not be issued.

#### ARTICLE IX. BYLAWS

The first Bylaws of the Corporation will be adopted by the Board of Directors named herein. Upon proper notice, the Bylaws may be amended, altered, or rescinded by the affirmative vote of fifty-one percent (51%) of the Board of Directors.

#### ARTICLE X. AMENDMENTS

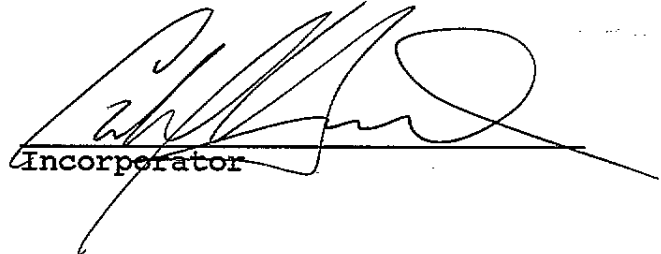
These Articles of Incorporation may be amended at any meetings of the Board of Directors, by the affirmative vote of fifty-one (51%) percent of its members, any regular meetings or at any special meetings called for the purpose, provided that such proposed amendments shall be plainly stated in the call for the meeting in which they are to be considered.

#### ARTICLE XI. INCORPORATORS

Carlos J. Berrocal  
[Incorporator1]

1070 E. Indiantown Road  
Jupiter, Florida 33477


IN WITNESS WHEREOF, I have subscribed my name this 6th day of February, 1998.

  
Incorporator

STATE OF FLORIDA  
COUNTY OF PALM BEACH

On this day personally appeared before me, the undersigned authority, Carlos J. Berrocal, known to me to be the individual who executed the foregoing Articles of Incorporation and he acknowledged before me that the same were executed for the purpose therein expressed.

WITNESS my hand and official seal in the above-named County and State this 6th day of February, 1998.

  
\_\_\_\_\_  
Notary Public  
State of Florida at Large  
My Commission Expires:

(NOTARIAL SEAL)



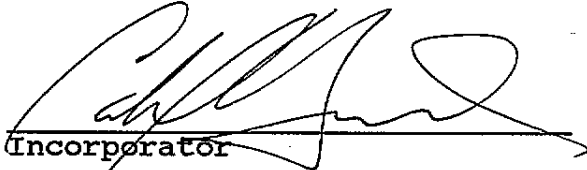
ELIZABETH BOWIE  
MY COMMISSION # CC483478 EXPIRES  
August 22, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 607.034(3) Florida Statutes, the following is submitted:

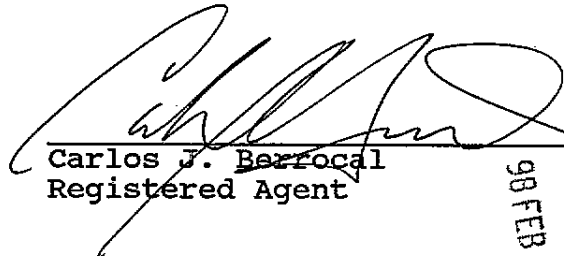
The JUPITER TEQUESTA SUNRISE ROTARY CLUB, INC., a Florida Not-For Profit Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business at 1070 E. Indiantown Road, Jupiter, Florida 33477, had named Carlos J. Berrocal, located at 1070 E. Indiantown Road, Jupiter, Florida 33477, as its agent to accept service of process within Florida.

DATED: Feb 6, 1998

  
Incorporator


Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: February 6, 1998

  
Carlos J. Berrocal  
Registered Agent

STATE OF FLORIDA  
COUNTY OF PALM BEACH

On this 6th day of February, 1998, before me, the subscriber, personally appeared Carlos J. Berrocal, to be personally known and known to me to be the same person described in and who executed the foregoing instrument, and he duly acknowledged to me that he executed the same.

  
Notary Public  
State of Florida at Large  
My Commission Expires:

(NOTARIAL SEAL)  
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ELIZABETH BOWIE  
MY COMMISSION # CC483478 EXPIRES  
August 22, 1999  
BONDED THRU TROY FAIN INSURANCE, INC.

FILED  
SECRETARY OF CORPORATIONS  
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