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Law Offices of
Patrick M. Magill

2110 East Robinson St.
Post Office Box 922
Orlando, Florida 32802

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February 2, 1998

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

400002420864--3
-02/04/98--01015--001
*****70.00 *****70.00

Re: Articles of Incorporation for
Kiwanis Club of Pine Hills, Inc.


Dear Sir:

I enclose the original Articles of Incorporation for the above named corporation
for profit.

Please file these as soon as possible and return to me the Certificate of filing
enclose the Company's check in the amount of \$70.00 for the filing of these Articles.

Thank you for your cooperation and assistance in this matter.

Very truly yours,


Robert T. Magill
Legal Assistant

rtm

Enclosures

F. CHESSEY MAY 4 1998

FILED
98 APR 30 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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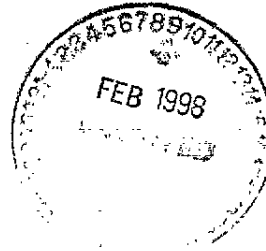


FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 5, 1998

PATRICK M MAGILL ESQUIRE
P O BOX 922
ORLANDO, FL 32802

SUBJECT: KIWANIS CLUB OF PINE HILLS, INC.
Ref. Number: W98000002634



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98 APR 30 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for KIWANIS CLUB OF PINE HILLS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 898A00006664

ARTICLES OF INCORPORATION

OF

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98 APR 30 AM 10:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation: a not for profit.

I

The name of the corporation shall now be *KIWANIS CLUB OF WEST ORANGE, INC.*. The principal place of business shall be 2110 East Robinson Street, Orlando, Florida 32803.

II

The duration of this corporation is perpetual unless dissolved according to law.

III

The purposes for which this corporation is organized are:

1. For charitable purposes.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporations Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable to accomplish the foregoing.

IV

The method for electing Directors shall be as stated in the Bylaws of the corporation.

V

The number constituting the initial Board of Directors is five (5). The name and address of each persons who are to serve initially are:

Jimmy Gunter
7507 Pontview Circle
Orlando, Florida

Ryan Ballant
221 West Tilden Street
Winter Garden, FL 34787

Doug Taylor
2415 Leila Lee Court
Ocoee, Florida 34761

Claudia Cothran
5125 Laurel Hill Drive
Orlando, Florida

Dennis Nolte
1137 Edgewater Dr.
Orlando, Florida

VI

The street address of the initial registered office of the corporation is 2110 East Robinson Street, Orlando, FL 32803. The name of its original registered agent at such address is Patrick M. Magill, Esquire.

VII

The names and addresses of the incorporators are the same as the initial directors, listed above.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of
Incorporation this 4 day of December, 1997.

Jimmy Gunter
JIMMY GUNTER

Ryan Ballant
RYAN BALLANT

Doug Taylor
DOUG TAYLOR

Claudia Cotheran
CLAUDIA COTHRAN

Dennis Nolte
DENNIS NOLTE

STATE OF FLORIDA

COUNTY OF ORANGE

BEFORE ME, the undersigned authority, personally appeared JIMMY GUNTER, RYAN BALLANT, DENNIS NOLTE, DOUG TAYLOR, and CLAUDIA COTHRAN, who each produced Personally Known as identification, who deposed and said that they are the persons described as the subscribers in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and seal this 4 day of December, 1997.

NOTARY PUBLIC

My Commission Number is:

My Commission expires:



PATRICK M. MAGILL
My Comm Exp. 6/06/98
Bonded By Service Ins
No. CC379218

[[Personally Known]]

[[Other L.D.]]

ACCEPTANCE BY REGISTERED AGENT

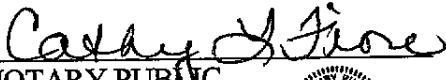
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, PATRICK M. MAGILL, agree to accept the designation of Registered Agent for *KIWANIS CLUB OF WEST ORANGE, INC.*; and as such Registered Agent, I agree to accept Service of Process and to comply with all other requirements of Florida Statute, Chapter 607 which apply to my capacity as Registered Agent.

DATED this 4 day of December, 1997.


PATRICK M. MAGILL

Sworn to and subscribed before me this 4 day of December, 1997,
by PATRICK M. MAGILL, to me well known.


NOTARY PUBLIC
My Commission Number
My Commission expires:



Cathy L. Fiore
MY COMMISSION # CC503782 EXPIRES
November 20, 1999
BONDED THRU TROY FAIR INSURANCE, INC.