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6/19/98

CONTACT:

CINDY HICKS

FROM:

CORPORATE & CRIMINAL RESEARCH SERVICES

103 N. MERIDIAN STREET

TALLAHASSEE, FL 32301

TELEPHONE:

222-1173

SUBJECT:

Downtown Tampa Moon Sertoma Club, Inc.

STATE FEES PREPAID WITH CHECK #

2679

FOR \$

70.00

PLEASE FILE:

- ARTICLES OF INC. () AMENDMENT () DISSOLUTION
- () ANNUAL REPORT () MERGER () WITHDRAWAL
- () QUALIFICATION () LIMITED PARTNERSHIP () ANNUAL REPORT
- () FICTITIOUS NAME () LIMITED LIABILITY () REINSTATEMENT
- () TRADEMARK/SERVICE () UCC-1 () UCC-3

PROVIDE US WITH:

- () CERTIFIED COPY () CERTIFICATE OF STATUS

STAMPED COPY

FILED
98 JUN 19 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 JUN 19 AM 10:10
DIVISION OF CORPORATION

Examiner's Initials

P. Han

JUN 19 1998

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ARTICLES OF INCORPORATION

FILED

OF

98 JUN 19 AM 11:29

DOWNTOWN TAMPA NOON SERTOMA CLUB, INC. TALLAHASSEE, FLORIDA

SECRETARY OF STATE

(A CORPORATION NOT FOR PROFIT)

The undersigned incorporator to these Articles of Incorporation hereby associates to form a corporation (the "Corporation") not-for-profit under Chapter 617, Florida Statutes.

ARTICLE I

Name

The name of the Corporation is **Downtown Tampa Noon Sertoma Club, Inc.** The principal office (and mailing address) is located at **1010 North Florida Avenue, Tampa, Florida 33602**, in Hillsborough County, Florida. The Board of Directors may from time to time move the principal office of the Corporation to any other address in the State of Florida.

ARTICLE II

Nature of Business

The purposes for which the Corporation is formed are:

- (a) To promote acquaintance, friendship and fellowship as an opportunity for service.
- (b) To encourage and foster the ideal of service and to provide opportunity for its Members to be of service to youth, to less fortunate of their fellowmen and to the community.
- (c) To create higher business and civic principles and to promote cooperation in all business and civic affairs.
- (d) To provide recognition of all worthy classifications of business, professions and other fields of endeavor as dignified occupation, worthy of serving mankind.
- (e) To provide through its Club meetings opportunity for the full and free discussion of matters of public interest.
- (f) To promote in every way the freedom of individuals and the maintenance of the principles of free enterprise; to encourage good government and good citizenship; and to further mutual tolerance and understanding among all peoples.

- (g) To engage in activities of worthwhile service and benefit to the community and its citizens, whether it be by the donations of funds or by the donations of time, labor and materials to needy causes, other than political causes, or by any other legal means.
- (h) To raise funds, or to acquire interests of any nature in real, personal or intangible property, or to buy, sell, assign, donate, lease, mortgage or pledge real, personal or intangible property, all in pursuance of and limited exclusively to the pursuance of the purposes contained herein for which this corporation is formed, not however for the pecuniary gain or profit of any or all of this Corporation's Members.
- (i) To operate and function exclusively as a charitable, fraternal and educational not-for-profit corporation with all the rights, powers and privileges permitted by and subject to the restrictions imposed by Chapter 617, Florida Statutes, and with purposes exclusively within the meaning of Section 501(c) of the Internal Revenue Code of 1986, as now in force or afterward amended, and more particularly set out above.

ARTICLE III

Powers

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are set forth in furtherance of the exempt purposes of organizations set forth in Section 501(c) of the Internal Revenue Code of 1986, as amended, and its regulations, as the same now exist or as they may be hereafter amended from time to time.

ARTICLE IV

Membership

The membership of this Corporation shall have such rights and be divided into such classes as determined by the Board of Directors or as otherwise set forth in the Bylaws.

ARTICLE V

Term of Existence

The date when corporate existence shall commence shall be the date of filing of these Articles of Incorporation in the office of the Secretary of State of the State of Florida and the Corporation shall have perpetual existence thereafter.

ARTICLE VI

Incorporator

The name and address of the incorporator of these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Joseph W.N. Rugg	One Tampa City Center Suite 2100 Tampa, Florida 33602

ARTICLE VII

Officers

The officers of the Corporation shall be a Chairman of the Board, President, one or more Vice Presidents, Secretary, Treasurer, Sergeant-At-Arms, and such other officers as may be provided by the Bylaws. Officers shall be elected annually by the membership at its annual meeting.

ARTICLE VIII

Directors

The affairs of the Corporation shall be managed by a Board of Directors, members of which shall be elected annually in accordance with the Bylaws. The number of Directors shall be fixed as set forth in the Bylaws of the Corporation but shall never be less than three (3) nor more than fifteen (15). The names and addresses of the initial Board of Directors, consisting of those persons who shall serve until their successors are duly elected and qualified, shall be as follows:

<u>Name</u>	<u>Address</u>
Doug Bostwick	1010 North Florida Avenue Tampa, Florida 33602
Cathy Barney	1010 North Florida Avenue Tampa, Florida 33602
Kim Fishman	1010 North Florida Avenue Tampa, Florida 33602
Marian Geiger	1010 North Florida Avenue Tampa, Florida 33602
Lynda Licht	1010 North Florida Avenue Tampa, Florida 33602
Kevin Moore	1010 North Florida Avenue Tampa, Florida 33602
Ashley Myers	1010 North Florida Avenue Tampa, Florida 33602
Stephen Pate	1010 North Florida Avenue Tampa, Florida 33602
Steve D. Shepler	1010 North Florida Avenue Tampa, Florida 33602
Pauline Welsted	1010 North Florida Avenue Tampa, Florida 33602
Kathy Tragon	1010 North Florida Avenue Tampa, Florida 33602

ARTICLE IX

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is **1010 North Florida Avenue, Tampa, Florida 33602** and the name of the initial registered agent at such address is **Steve D. Shepler**.

ARTICLE X

Bylaws

The Board of Directors of this Corporation shall provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

ARTICLE XI

Amendments

Amendments to these Articles of Incorporation shall be proposed by the officers of the Corporation and approved by the Board of Directors by a two-thirds (2/3) vote of a quorum present at a meeting duly called in accordance with the Bylaws of the Corporation.

ARTICLE XII

Limitations on Actions

All of the assets and earnings of the Corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of or be distributable to its members, trustees, officers or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make distributions and payments in furtherance of the purposes set forth in Article II hereof. No substantial part of the Corporation's activity shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or interfere with (including the publication or distribution of statements regarding) 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 activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws) or any organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws). The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income or assets to any members, Directors, or officers, and the private property of the subscribers, members, Directors, and officers shall not be liable for the debts of the Corporation.

In particular, but without limitation of the generality of the foregoing paragraph, during such time as the Corporation may be considered a private foundation as defined in Section 509(a) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws) it shall not:

(a) fail to 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 Revenue Laws);

(b) 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 Revenue Laws);

(c) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws);

(d) make any investment in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws); or

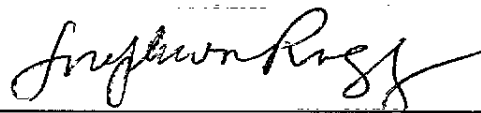
(e) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Revenue Laws).

ARTICLE XIII

Dissolution

Upon dissolution of the Corporation, all of its assets remaining after payment of or provision for all liabilities of the Corporation, including costs and expenses of such dissolution, shall be utilized exclusively for the exempt purposes of the Corporation or distributed to an organization described in Section 501(c)(3) or 170(c)(2) of the Internal Revenue Code of 1986, or to the corresponding provisions of any future Revenue Law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any member, officer or Director of this Corporation. Any such assets not so disposed of shall be disposed of by the court of common pleas 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.

IN WITNESS WHEREOF, the undersigned incorporators executed these Articles this 16 day of June 1998.

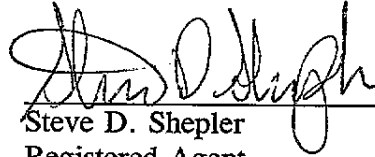


Joseph W.N. Rugg, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the within-named Corporation, at the place designated hereinabove, I hereby accept the designation to act in this capacity, and acknowledge that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Date: June 16, 1998



Steve D. Shepler
Registered Agent

9999-006-0516760.01

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TALLAHASSEE, FLORIDA