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Florida Department of State

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

The Rotary Club of Placida, Florida, Inc.

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This Instrument Prepared By:

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ENGLEWOOD, FLORIDA 34295-1207

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Florida Bar No.: 084975

ARTICLES OF INCORPORATION

OF

THE ROTARY CLUB OF PLACIDA, FLORIDA, INC.

The undersigned subscriber(s) hereby associate themselves together for the purpose of forming a corporation not for profit under and by virtue of the laws of the State of Florida, and under the following Charter:

ARTICLE I.

The name of this corporation is and shall be THE ROTARY CLUB OF PLACIDA, FLORIDA, INC., and said corporation shall be located in Placida, Florida.

ARTICLE II.

The general nature and object of this corporation shall be devoted exclusively for civic, eleemosynary, educational, charitable and benevolent purposes and specifically shall be:

A. To encourage, promote and extend the object of Rotary International, and to maintain the relations of a member club in Rotary International. Insofar as the provisions of the law of the State of Florida under which this corporation is incorporated shall permit, this corporation shall be subject to the jurisdiction of Rotary International.

B. To acquire, own, dispose of, receive and disburse monies and property, both real and personal, by gift, donation

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bequest, devise, purchase or grant to promote and carry out any or all of the stated purposes, and to hold and dispose of such property as the corporation shall require for the benefit of its members.

This corporation shall be authorized to exercise the powers permitted non-profit corporations under Chapter 617 of the Florida Statutes; provided however, that this corporation, in exercising any one or more of such powers, shall do so in furtherance of the exempt purposes for which it has been organized as described in Section 501(c) (3) of the Internal Revenue Code.

C. To own, hold, buy, sell, lease, mortgage, pledge and otherwise exercise all acts of ownership over all kinds and classes of property, real, personal, intangible and mixed, wheresoever situate, including works of art of all kinds and stock, bonds or other securities, issued by any firm, person, corporation or association.

D. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, debentures, bonds, warrants and other negotiable or transferable instruments, to borrow money for the purposes of the corporation, with or without security, and to mortgage, pledge, encumber in any manner, and/or place in the hands of trustees as security for the payment of money borrowed, or the fulfillment of any obligations of this corporation, any assets which this corporation may own or acquire; and to issue bonds, notes, debentures or other obligations to evidence such indebtedness, and to secure the same by pledge or mortgage of the whole or any part of the property of this corporation.

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E. To receive and administer funds for philanthropic, educational and charitable purposes exclusively within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 as amended and to that end to take and hold by bequest, devise, gifts, grant, purchase, lease or otherwise any property, real, personal, tangible, or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the by-laws of this corporation, or any laws applicable thereto.

F. If determined to be a private foundation as defined by Section 509(a) of the Internal Revenue Code of 1954, in the conduct of its affairs, the corporation shall:

1. 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 1954, or corresponding provisions of any subsequent federal tax laws.

2. Not engage in any act of self-dealing as proscribed by Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

3. Not retain any excess business holdings as proscribed by Section 4943(c) of the Internal Revenue Code of 1954, or

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corresponding provisions of any subsequent federal tax laws.

4. Not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

5. Not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

6. 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 of 1954 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 Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE III.

The members of the corporation shall be the subscribers to these Articles, the Directors named in Article VIII hereof, and such other persons who may be approved for membership by the Board in such manner as may be prescribed by the By-Laws of this corporation.

ARTICLE IV.

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE V.

The highest amount of indebtedness shall never be greater than One Thousand Dollars (\$1,000.00).

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ARTICLE VI.

The names and addresses of the subscribers hereto are as follows:

CHARLES MERRILL	4720 Pompano Street P. O. Box 1 Placida, Florida 33946
WILLIAM HAZEN	23 Bunker Lane Placida, Florida 33947
WILLIAM F. CULLINANE	7308 Candace Lane Port Charlotte, Florida 33981

ARTICLE VII.

The officers of the corporation shall be a President, a President-Elect, such number of Vice Presidents, a Secretary, a Treasurer, and such other officers as may be provided in the By-Laws.

The names of the persons who shall serve as officers of the corporation until the first election of officers are as follows:

PRESIDENT:	CHARLES MERRILL
VICE-PRESIDENT:	WILLIAM HAZEN
SECRETARY:	WILLIAM F. CULLINANE
TREASURER:	SHARON TAYLOR

The officers shall be elected as provided in the By-Laws. The officers shall receive such compensation for their services and reimbursement of expenses as the Board of Directors may from time to time determine.

ARTICLE VIII.

The business affairs of this corporation shall be managed by

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the Board of Directors and its elected officers. The Board of Directors shall consist of not less than nine (9) members, unless otherwise increased in accordance with the Bylaws, who shall be members of the corporation and shall hold office in accordance with the By-Laws. The directors shall be elected by a majority vote of the members entitled to vote present and participating at the annual meetings of the membership to be held as prescribed by the By-laws.

The names of the persons who are to serve as Directors until the first election of Directors are as follows:

CHARLES MERRILL	4720 Pompano Street P. O. Box 1 Placida, Florida 33946
WILLIAM HAZEN	23 Bunker Lane Placida, Florida 33947
WILLIAM F. CULLINANE	7308 Candace Lane Port Charlotte, Florida 33981
SHARON TAYLOR	3755 Cape Haze Drive Rotonda West, Florida 33947
VICTOR BIGGS	1941 Massachusetts Avenue Grove City, Florida 34224
MARGARET CYPHER	9413 Gulfstream Boulevard Englewood, Florida 34224
JOHN F. MAHAUN	133 Marker Road Rotonda West, Florida 33947
JAY WETHERILL	296 Placida Road Englewood, Florida 34224

The Directors shall receive such compensation for their services and reimbursement of expenses as the Board of Directors may from time to time determine.

ARTICLE IX.

The Board of Directors of this corporation may provide such

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By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Upon proper notice the By-Laws may be amended, altered or rescinded in accordance with the provisions set forth in the Bylaws at a membership meeting called at which a quorum of not less than twenty-five percent (25%) of the membership shall be present.

ARTICLE X.

Upon proper notice, these Articles of Incorporation may be amended, altered or rescinded in accordance with the provisions set forth in the Bylaws at a membership meeting called at which a quorum of not less than twenty-five percent (25%) of the membership shall be present.

ARTICLE XI.

No person, firm or corporation shall ever receive any dividends or profits from the undertakings of this corporation and upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or to the Federal Government, or to a State or local government, for a public purpose, and none of the assets will be distributed to any member, officer or director of this corporation.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in or intervene in (including the publication or distribution or

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statements) any political campaign on behalf of any candidate for public office.

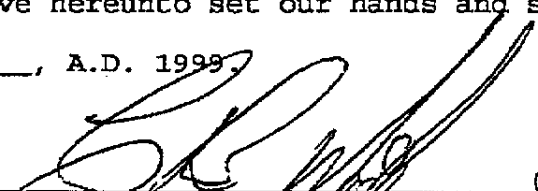
ARTICLE XII

The registered office and principal place of business of this corporation shall be 4720 Pompano Street, Placida, Florida 33946, and its mailing address will be the same, but it may move the principal office to any other address in Florida and have such other offices, agencies, and branches at such places throughout the world as may be determined by the Board of Directors. The name of the corporation's initial registered agent at such registered office address is Charles Merrill.

ARTICLE XIII

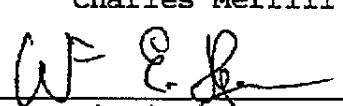
None of the members, trustees or officers shall be liable for any of the debts of the corporation or for claims, torts or responsibilities of any and all kinds claimed against the corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 7th day of January, A.D. 1999.



Charles Merrill

(SEAL)



William Hazen

(SEAL)



William F. Cullinane

(SEAL)

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STATE OF FLORIDA)
)
COUNTY OF SARASOTA)

I HEREBY CERTIFY that on this 7th day of January, 1999, personally came and appeared before me, the undersigned authority, CHARLES MERRILL, WILLIAM HAZEN and WILLIAM F. CULLINANE, to me well known and well known to be the persons described in and who executed the above and foregoing Articles of Incorporation, and they acknowledged before me that they executed the same as their free and voluntary act and deed for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year above written.

Gladys S. McFetridge
Notary Public
Gladys S. McFetridge

My Commission Expires:



Gladys S. McFetridge
MY COMMISSION # GC553130 EXPIRES
JUNE 22, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

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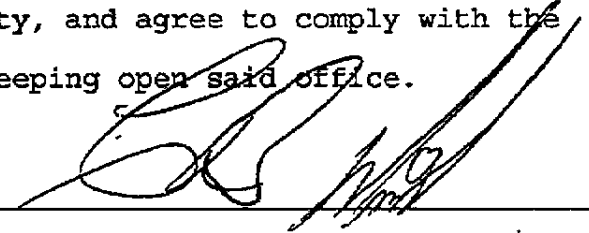
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted, in compliance with said Act:

First--That THE ROTARY CLUB OF PLACIDA, FLORIDA, INC.,
desiring to organize under the laws of the State of Florida with its
principal office, as indicated in the Articles of Incorporation at
Town of Placida, County of Charlotte, State of Florida has named
CHARLES MERRILL located at 4720 Pompano Street, Town of Placida,
County of Charlotte, State of Florida 33946, as its agent to accept
service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
stated corporation, at 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.

By: 

Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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