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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 158615 4351925

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 5, 1999

ORDER TIME : 11:43 AM

ORDER NO. : 158615-005

CUSTOMER NO: 4351925

CUSTOMER: Frank J. Yong, Esq
CONE YONG STEWART & HOUSTON,
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P.O. Box 4550

Jacksonville, FL 32201

DOMESTIC FILING

NAME: RIVERSIDE ROTARY FOUNDATION,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Maria Stephens

EXAMINER'S INITIALS:

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 MAR -5 PM 2:39

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99 MAR -5 PM 12:58
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

3/3/99

ARTICLES OF INCORPORATION

OF

RIVERSIDE ROTARY FOUNDATION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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The undersigned, for the purpose of forming a corporation not-for-profit under the laws of the State of Florida, Chapter 617, the Florida Not-For-Profit Corporation Act, adopts the following Articles of Incorporation:

Article I

Name

Section 1.1. Name. The name of this corporation shall be Riverside Rotary Foundation, Inc.

Article II

Principal Office and Mailing Address

Section 2.1. Principal Office and Mailing Address. The principal place of business of this corporation shall be 8777 San Jose Boulevard, Building E, Jacksonville, Florida 32217; and the mailing address of this corporation shall be the same address.

Article III

Purposes

Section 3.1. Purposes. The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. 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 organization is then located, exclusively for such purposes.

The number of votes cast for the amendment was sufficient for approval.

Section 3.2. Limitations on Actions. All of the assets and earnings shall be used exclusively for the purposes set forth herein, and no part of the net earnings of the corporation shall enure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered. 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 any political campaign on behalf of any candidate for public office.

Article IV **Directors**

Section 4.1. Number. This corporation shall have four (4) directors initially. The number of directors may be increased or diminished from time to time, but shall never be less than the number required by F. S. Section 617.0803(1) or successor provision.

Section 4.2. Initial Directors. The names and street addresses of the initial directors of the corporation are:

John Howard	8777 San Jose Boulevard, Building E, Jacksonville, Florida 32217
Lee Norville	8777 San Jose Boulevard, Building E, Jacksonville, Florida 32217
Larry Turknett	8777 San Jose Boulevard, Building E, Jacksonville, Florida 32217
Bruce Shealy	8777 San Jose Boulevard, Building E, Jacksonville, Florida 32217

Section 4.3. Election. The directors shall be elected for the term and by the method stated in the corporation's bylaws.

Section 4.4. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 4.5. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article V
Initial Registered Agent and Address

Section 5.1. Name and Address. The name and street address of the initial registered agent of this corporation is:

Bruce Shealy, 8777 San Jose Boulevard, Building E, Jacksonville, Florida 32217

Article VI
Incorporator

Section 6.1. Name and Address. The name and street address of the incorporator of this corporation is:

Bruce Shealy, 8777 San Jose Boulevard, Building E, Jacksonville, Florida 32217

Article VII
Duration

Section 7.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed, corporate existence shall commence upon filing by the Department of State.

Article VIII
Members

Section 8.1. Members. The members of the corporation shall consist of the persons designated in Article IV as the initial Board of Directors and such other persons as the Board of Directors may elect from time to time.

Article IX
Dissolution

Section 9.1. Dissolution. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing the assets to such organization or organizations which, at such time, is or are qualified as an exempt organization under Section 501(c)(3) and which are described in Sections 170(c), 170(b)(1)(A), 2055(a), and 2522(a), as the

Board of Directors shall determine. All section references are to the Internal Revenue Code of 1986, as amended.

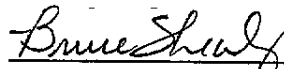
Article X
Bylaws

Section 10.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the members or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the members if the members specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article XI
Amendment

Section 11.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the members is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 3rd day of March, 1999.



BRUCE SHEALY, In corporator

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 617.0202 and 617.0501, Florida Statutes, the following is submitted:

The Riverside Rotary Foundation, Inc., desiring to organize or qualify under the laws of the State of Florida hereby designates Bruce Shealy as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 8777 San Jose Boulevard, Building E, Jacksonville, Florida 32217.

DATED this 3rd day of March, 1999.

Bruce Shealy
BRUCE SHEALY, Incorporator

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 3rd day of March, 1999.

Bruce Shealy
BRUCE SHEALY

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