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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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KIWANIS OF WESTCHESTER YOUTH FOUNDATION, INC.

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## ARTICLES OF INCORPORATION

### A FLORIDA NOT FOR PROFIT CORPORATION

I, the undersigned Incorporator, as for the purpose of forming a not-for-profit corporation in accordance with the laws of the State of Florida, acknowledge, and file these Articles of Incorporation in the Office of the Secretary of State of the State of Florida.

#### ARTICLE I NAME

The name of this corporation shall be the Kiwanis of Westchester Youth Foundation, Inc. For convenience, the corporation shall herein be referred to as the "Foundation".

#### ARTICLE II PURPOSE

The general purposes of the Foundation is to support the charitable activities of charitable and service organizations by requesting, receiving, holding, investing, administering, granting and disbursing gifts of funds and property, and making expenditures to, or for the benefit of these organizations and related activities.

#### ARTICLE III POWERS

The Foundation shall have all the powers now provided or which may hereafter be provided for corporations not-for-profit by the laws of Florida, and to this effect the Foundation shall be empowered to do all acts and things as from time to time may be necessary or expedient as a means of accomplishing its purposes. Included among these powers, without limitation, is the power of the Foundation to purchase or otherwise acquire, own or hold real and personal property of every kind and description suitable, necessary, useful, or advisable in connection with any of the purposes of the Foundation; to sell, assign, convey, transfer, lease, mortgage, pledge, exchange, or otherwise dispose of any such property; to initiate or invest in or otherwise participate in joint ventures, partnerships and other enterprises which may be established to complement the charitable purposes of the Foundation and to make and enter into all contracts, agreements and obligations in any way necessary, useful or advisable to effect the purposes of the Foundation.

Notwithstanding any other provisions of these articles, the Foundation shall not engage in any activities prohibited (a) of a corporation exempt from federal income tax under 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) of a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

The Foundation shall not be empowered to do any act or thing which would cause it to lose its status as a not-for-profit corporation under the laws of the United States or the State of Florida.

#### ARTICLE IV EXISTENCE

The Foundation shall have a perpetual existence. The existence of the Foundation shall begin upon the filings of these Articles of Incorporation with the Secretary of State of the State of Florida.

#### ARTICLE V PRINCIPAL OFFICE

The principal office of the Foundation shall be located at 1550 Madruga Avenue, Suite 406, Coral Gables, Florida, 33146, but the Foundation may maintain offices and transact business in such other places within the State of Florida as may time to time be designated by its Board of Directors.

#### ARTICLE VI INCORPORATOR

The name and address of the incorporator is as follows:

Name	Address
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Rolando Vicens	1550 Madruga Ave., Ste.406 Coral Gables, FL 33146

#### ARTICLE VII MEMBERS

The membership of the Foundation shall be the Board of Directors and all other persons who qualify and are admitted to membership in accordance with the Bylaws, and the Foundation shall have no other members.

ARTICLE VIII  
DIRECTORS

1. The property, business and affairs of the Foundation shall be managed exclusively by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors. The Directors may be divided into classes in accordance with the Bylaws.
2. The Directors of the Foundation shall be elected at the annual meeting of the Foundation in the manner determined by the Bylaws. In the event of a vacancy, the remaining Directors may appoint replacements, as specified in the Bylaws.
3. The members of the first Board of Directors are as follows:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Alberto Bernal	President	437 Villa Bella Coral Gables, FL 33136
Alvaro Carreras	Director	7891 S.W. 57 Terrace Miami, FL 33143
Jerry Del Castillo	Vice-President	13705 S.W. 106 Terrace Miami, FL 33186
Miguel Delgado	Vice-President	1821 S.W. 92 Place Miami, FL 33165
Eduardo Gonzalez	Director	1605 S.W. 31 Avenue Miami, FL 33145
George Peon	Director	6340 S.W. 49 Street Miami, FL 33155
Jose E. Perdomo	Director	10443 S.W. 21 Terrace Miami, FL 33165
Eduardo Roca	Director	333 Whitethorn Drive Miami Springs, FL 33166
Rolando Vicens	Director	12901 S. Calusa Club Miami, FL 33186
Alex Perdomo	Treasurer	10351 S.W. 20 Terrace Miami, FL 33165
Francisco Mormeneo	Secretary	4601 S.W. 142 PL Miami, FL 33175

ARTICLE IX  
BYLAWS

The Bylaws of the Foundation shall be adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors in the manner provided for by the Bylaws.

ARTICLE X  
AMENDMENTS

The Articles of Incorporation may be amended at any annual meeting of the Foundation or at any special meeting of the membership called for that purpose in accordance with the Bylaws.

ARTICLE XI  
EARNINGS

No part of the net earnings of the Foundation, if any, shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the foundation shall be authorized and empowered to pay reasonable compensation for services rendered to the Foundation and to make payments and distributions in furtherance of the purposes of the Foundation.

ARTICLE XII  
DISSOLUTION

In the event of dissolution of the Foundation or termination of its affairs, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the Foundation, distribute all the assets of the Foundation exclusively to an organization or organizations which would then qualify under Section 501(C)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law). No individual shall be entitled to share in the distribution of any of the assets upon dissolution or termination.

ARTICLE XIII  
INDEMNIFICATION

Every Director and Officer of the Foundation shall be indemnified by the Foundation against and reimbursed for all expenses and liabilities, including attorney's fees, reasonably incurred or imposed upon such Director or Officer in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or Officer of the Foundation, or any settlement thereof, whether or not he is a Director or Officer at the time such are incurred, except in such cases where the Director or Officer is adjudged guilty of willful malfeasance or misfeasance, in the performance of his duties; provided that, in the event of settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of the Foundation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

ARTICLE XIV  
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation is 1550 Madruga Avenue, Suite 406, Coral Gables, Florida 33146, and the name of the initial registered agent of this Corporation at that address is Rolando Vicens.

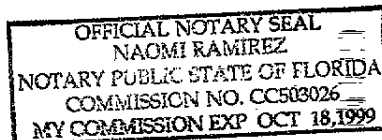
IN WITNESS THEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 22 day of February, 1999.

*Rolando Vicens*  
Rolando Vicens

State of Florida  
County of Dade

The foregoing instrument was acknowledged before me on this 22 day of February, 1999, by Rolando Vicens, who is personally known to me.

*Naomi Ramirez*



Having been named to accept service of process for the Kiwanis of Westchester Youth Foundation, Inc. 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.

*Rolando Vicens*  
Rolando Vicens  
Registered agent

Date: 2/22/99

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