

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of ROTARY CLUB OF GAINESVILLE FOUNDATION, INC., a corporation organized under the Laws of the State of Florida, filed on September 24, 1987, as shown by the records of this office.

The document number of this corporation is N22652.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
30th day of September, 1987.



A handwritten signature in cursive script, appearing to read "Jim Smith".

Jim Smith
Secretary of State

FILED
1937 SEP 24 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ROTARY CLUB OF GAINESVILLE FOUNDATION, INC.

ARTICLE I
NAME OF CORPORATION

The name of the corporation, organized under Chapter 617 Florida Statutes, and being a corporation not for profit, is: ROTARY CLUB OF GAINESVILLE FOUNDATION, INC..

ARTICLE II
DURATION OF CORPORATION

This corporation shall have perpetual existence unless sooner dissolved or terminated pursuant to law.

ARTICLE III
PURPOSES FOR WHICH THE CORPORATION IS ORGANIZED

This corporation, a corporation not for profit, organized under Chapter 617 Florida Statutes, is organized for general charitable purposes, and specifically those purposes which would qualify it for exemption from Federal Income Taxation under Section 501(c) of the Internal Revenue Code. The purposes of this corporation include promoting scientific and educational activities, fund raising for all purposes for which the corporation is organized, so long as the same do not adversely affect the corporation's exempt status for income tax purposes, promoting service to the local community, to the State of Florida and the United States, fostering better relationships and understandings among the people of the world, promoting activities designated to aid the health, safety and welfare of needy and poor people everywhere, and including, but not limited to, organizing and sponsoring special fund raising projects to assist various tax exempt charitable educational organizations in providing housing at no cost or low cost to eligible needy students enrolled at the University of Florida. No part of the earnings, if any, of the corporation shall enure to the benefit

of any private shareholder, member, or individual, and no substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except when permitted by the Internal Revenue Code.

ARTICLE IV
QUALIFICATION FOR MEMBERSHIP AND
MANNER OF ADMISSION

All members in good standing of the Rotary Club of Gainesville shall be members of this corporation.

ARTICLE V
INITIAL REGISTERED OFFICE AND
REGISTERED AGENT

The street address of the initial registered office of this corporation is 211 N.E. 1st Street, Gainesville, Florida 32601 and the name of the initial registered agent at such address is John H. Haswell.

ARTICLE VI
DIRECTORS

The number of Directors constituting the Board of Directors shall not be less than nine and not more than 15. The initial Board shall be made up of the directors whose names and addresses are as follows:

1. Robert F. Kelly, Chairman of the Board
5515 S.W. 35th Way
Gainesville, FL 32608
2. Randall B. Caton - Vice Chairman
4826 N.W. 19th Place
Gainesville, FL 32605
3. F. Wesley Eubank
14101 N.W. 69th Place
Gainesville, FL 32606
4. Charles Pinkoson
3945 N.W. 30th Place
Gainesville, FL 32606
5. Chris D. Beechler
3706 N.W. 29th Street
Gainesville, FL 32605
6. William F. Carter
8201 S.W. 1st Place
Gainesville, FL
7. F. Parker Lawrence
2516 N.W. 22nd Avenue
Gainesville, FL 32605

8. John H. Haswell
3671 N.W. 37th Street
Gainesville, FL 32605
9. John W. James, Jr.
2720 S.W. 7th Place
Gainesville, FL 32607
10. Carlton E. Lipsius
4383 N.W. 122nd Street
Gainesville, FL 32601
11. Robert R. Rella, Jr.
9331 N.W. 13th Place
Gainesville, FL 32601

The aforesaid Board members shall have the rights and duties of directors as specified under Chapter 607 Florida Statutes. The number of directors may be changed by the Board, but shall not be less than 9, nor more than 15. The manner or election of Board members and their terms shall be set forth in the by-laws. Board members must be members in good standing of an official Rotary Club.

ARTICLE VII OFFICERS

The corporation shall have four officers, initially, a president, a vice president, a secretary, and a treasurer. The Board of Directors may, by a resolution, add additional officers as it deems appropriate, including assistant vice presidents, assistant secretaries, and assistant treasurers. The manner of election of all officers and their terms shall be as set forth in the by-laws. The initial officers of the corporation shall be:

President: Randall B. Caton
4826 N.W. 19th Place
Gainesville, FL 32605

Vice President: Chris D. Beechler
3706 N.W. 19th Street
Gainesville, FL 32605

Secretary: Thomas M. Brill
6629 S.W. 37th Way
Gainesville, FL 32608

Treasurer: John W. James, Jr.
2720 N.W. 29th Street
Gainesville, FL 32605

ARTICLE VIII BY-LAWS

The By-Laws of this corporation may be created, amended, and/or rescinded by a 2/3's majority vote of the Board of Directors at any regular meeting of the Board or at any special meeting called for that purpose, but to be effective, any such

by-laws, changes, amendments, or deletions, must also be approved by a 2/3's majority vote of the Board of Directors of the Rotary Club of Gainesville.

FILED
1987 SEP 26 11:00 AM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

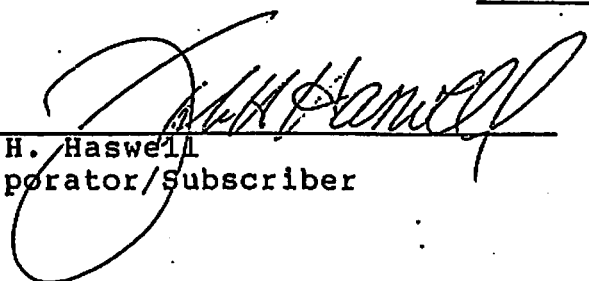
ARTICLE IX
AMENDMENT

These Articles of Incorporation may be altered, amended, rescinded by 2/3's majority vote of all of the Directors at any regular meeting of the Board of Directors or at any special meeting called for that purpose. Provided, always, that any alteration, amendment, or rescision of the Articles must also be approved by the 2/3's majority vote of the Board of Directors of the Rotary Club of Gainesville. The 2/3's majority vote called for herein shall mean a 2/3's majority of the entire Board of Directors, not just those present and voting.

ARTICLE X
INCORPORATOR-SUBSCRIBER

The incorporator of this corporation who has subscribed to these Articles is John H. Haswell, 211 N.E. 1st Street, Gainesville, FL 32601.

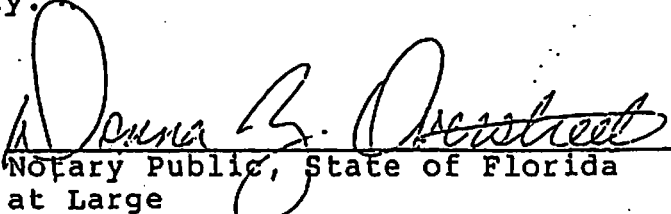
IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed his name to these Articles for the purpose of incorporating the aforesaid corporation under Chapter 617 of Florida Statutes as a corporation not for profit of this 15 day of September, 1987.



John H. Haswell
Incorporator/Subscriber

STATE OF FLORIDA)
COUNTY OF ALACHUA)

Before me the undersigned authority personally appeared John H. Haswell, to me known to be the person who executed the foregoing Articles of Incorporation for the uses and purposes stated therein, and he acknowledged before me that he executed the same freely and voluntarily.



Notary Public, State of Florida
at Large

My commission expires:
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES NOV. 7, 1990