



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 2, 2008

WILLIAM E. RINGELSTEIN
DOCUMENT PREPARATION AGENCY
1780 DEBORAH DR. ,UNIT 12
PUNTA GORDA, FL 33950

The Articles of Incorporation for THE GREATER PEMBROKE PINES KIWANIS FOUNDATION, INC. were filed on December 1, 2008 and assigned document number N08000010881. Please refer to this number whenever corresponding with this office regarding the above corporation. The certification you requested is enclosed.

PLEASE NOTE: Compliance with the following procedures is essential to maintaining your corporate status. Failure to do so may result in dissolution of your corporation.

A corporation annual report must be filed with this office between January 1 and May 1 of each year beginning with the calendar year following the year of the filing/effective date noted above and each year thereafter. Failure to file the annual report on time may result in administrative dissolution of your corporation.

A federal employer identification (FEI) number must be shown on the annual report form prior to its filing with this office. Contact the Internal Revenue Service to insure that you receive the FEI number in time to file the annual report. To obtain a FEI number, contact the IRS at 1-800-829-4933 and request form SS-4 or by going to their website at www.irs.ustreas.gov.

Should your corporate mailing address change, you must notify this office in writing, to insure important mailings such as the annual report notices reach you.

Should you have any questions regarding corporations, please contact this office at (850) 245-6062.

Eula Peterson, Regulatory Specialist II
New Filing Section

Letter Number: 408A00058960

State of Florida



Department of State

I certify from the records of this office that THE GREATER PEMBROKE PINES KIWANIS FOUNDATION, INC. is a corporation organized under the laws of the State of Florida, filed on December 1, 2008.

The document number of this corporation is N08000010881.

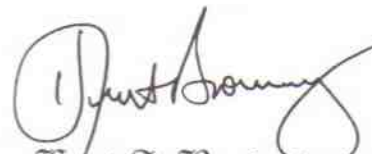
I further certify that said corporation has paid all fees due this office through December 31, 2008, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Second day of December, 2008



CR2EO22 (01-07)


Kurt S. Browning
Secretary of State

ARTICLES OF INCORPORATION

OF

The Greater Pembroke Pines Kiwanis Foundation, Inc.

A NON-PROFIT CORPORATION

The undersigned incorporator(s), in order to form a non-profit corporation under the laws of the state of Florida adopt the following Articles of Incorporation:

ONE: The name of this corporation shall be:

The Greater Pembroke Pines Kiwanis Foundation, Inc.

TWO: The principle place of business and mailing address of this corporation shall be:

The Greater Pembroke Pines Kiwanis Foundation, Inc., c/o David Mc Campbell,
431 NW 197 Ave., Pembroke Pines, FL 33029

THREE: This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The specific purposes for which this corporation is organized are:

- A. The purposes for which The Greater Pembroke Pines Kiwanis Foundation, Inc. is organized are exclusively charitable, educational and scientific within the meaning of section 501 (c) (3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.
- B. 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.
- C. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a 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 corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.
- D. To solicit, collect and otherwise raise money to fund those aims and goals of the The Greater Pembroke Pines Kiwanis Foundation, Inc. which are exclusively charitable and 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.

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FOUR: The manner in which the Directors are elected is as follows:

The Officers and Directors will be elected in accordance with this organization's bylaws.

FIVE: The corporate powers of this corporation are as provided in appropriate State statutes, unless limited as follows:

No additional limits.

SIX: These Articles of Incorporation may be amended as follows:

A. At any regular or special meeting of the Corporation, at which a quorum is present, by affirmative vote of two-thirds of the members present and voting, providing the Directors have previously considered the merits of the amendments.

B. No amendment shall be put to a vote unless written notice thereof stating the proposed amendment shall have been given to each member, by mail or personal delivery, at least two weeks prior to the meeting at which the vote on the proposed amendment is to be taken.

SEVEN: (A) the corporation and its members will at all times abide and be governed and controlled by the Bylaws and Policies of Kiwanis International now in force or hereafter from time to time adopted, insofar as any provision of such Bylaws may be applicable.

(B) the corporation will comply with all such conditions and requirements as Kiwanis International may prescribe.

(C) whenever requested by the Board of Trustees of Kiwanis International, the corporation shall dissolve or change its form of organization, as may from time to time be requested by said Board.

(D) no amendments to the Articles of Incorporation or corporate bylaws or change in the purpose of the corporation shall be made without the consent of Kiwanis International.

EIGHT: The name and street address of the initial registered agent of this corporation is:

David McCampbell, 431 NW 197 Ave., Pembroke Pines, FL 33029

NINE: The names and the street addresses of the 3 initial directors and 3 incorporators are:

Directors:

1. David McCampbell, 431 NW 197 Ave., Pembroke Pines, FL 33029
2. Benoit Menasche, 1181 NW 173 Ave., Pembroke Pines, FL 33029
3. Michael Bird, 8037 NW 10 St., Plantation, FL 33322

Incorporators:

1. Shirley Klein, 16336 NW 11 St., Pembroke Pines, FL 33028
2. Richard Lenardson, 6310 SW 172 Ave., Southwest Ranches, FL 33331
3. Debbie Alley, 1262 NW 123 Ave., Pembroke Pines, FL 33028

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TALLAHASSEE, FLORIDA

APPROVED

October 27 2008

KIWANIS INTERNATIONAL

By

