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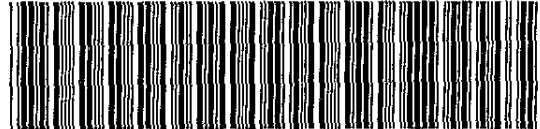
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for 11/20/03

SWAINE, HARRIS & SHEEHAN, P. A.

ATTORNEYS AT LAW

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November 10, 2003



FOR E-MAIL GO TO [www.heartlandlaw.com](http://www.heartlandlaw.com)

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Buzz Dumbleton Scholarship, Inc.  
Our File No. 2228-005

Gentlemen:

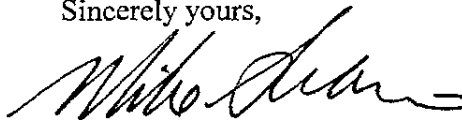
We are enclosing the original and one copy of the proposed Articles of Incorporation for Buzz Dumbleton Scholarship, Inc., a not-for-profit corporation. Please approve and file the original, file stamp the copy and return it to us along with the charter number.

Enclosed is my check for your charges as follows:

|                                          |                        |
|------------------------------------------|------------------------|
| Filing fee for Articles of Incorporation | \$ 35.00               |
| Filing Registered Agent's Certificate    | <u>35.00</u>           |
| <b>Total</b>                             | <b><u>\$ 70.00</u></b> |

Please let me know if anything further is required.

Sincerely yours,



J. Michael Swaine

JMS:tw  
Enc.

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2003 NOV 14 PM 2:05  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**BUZZ DUMBLETON SCHOLARSHIP, INC.**  
(A non-profit corporation)

**FILED**  
2003 NOV 14 PM 2:05  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned Incorporator to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a non-profit corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of this corporation is:

**BUZZ DUMBLETON SCHOLARSHIP, INC.**

**ARTICLE II. NATURE OF BUSINESS**

The general nature of the business to be transacted is:

1. To provide support for deserving students to continue their education after high school.
2. To own, rent, lease, operate and maintain sufficient real and personal property to carry out the purposes hereinabove expressed.
3. To receive donations, gifts, or bequests of money or other property, and to accept the same, subject to such conditions or trusts as may be attached thereto, and to obligate itself to perform and execute, and to perform and execute any and all such conditions or trusts.
4. To contract debts and to borrow money, to issue, sell and pledge bonds, debentures, notes and other evidences of indebtedness.
5. To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes or powers set forth in this article, and to do all other things incidental thereto or connected therewith, which are not forbidden by law or these articles of incorporation.
6. To carry out any of the purposes or powers set forth in this article in any state, territory, district, or possession of the United States of America, or in any foreign country, to the extent that such purposes are not forbidden by the law of such place.
7. The purposes or powers set forth in this article are not in limitation of the general powers conferred by the non-profit corporation law of the State of Florida.

### **ARTICLE III. MEMBERS**

Membership shall be open to all persons interested in the work of the corporation, who have been approved by the Board of Directors and who have paid the established dues.

### **ARTICLE IV. TERM OF EXISTENCE**

The corporation is to exist perpetually.

### **ARTICLE V. ADDRESS**

The street address of the principal office of the corporation in the State of Florida is 113 Midway Drive, Sebring, Florida 33870. The Board of Directors may from time to time move the principal office to any other address in Florida, and may establish branch offices in such other place or places as may be designated by the Board of Directors.

### **ARTICLE VI. OFFICERS**

The affairs of the corporation are to be managed by a President, Vice President, and Secretary-Treasurer and such other officers as may be provided in the by-laws, who shall be elected at the annual meeting of the members on the first of June, 2004. Officers who are to serve until the next election of officers are:

| NAME                       | OFFICE              |
|----------------------------|---------------------|
| William H. Stephenson, III | President           |
| Barry S. Jones             | Vice President      |
| Jerry T. Whidden           | Secretary-Treasurer |

### **ARTICLE VII. DIRECTORS**

The corporation shall be managed by a board of not less than five (5) directors. Directors who are to serve until the first election of directors are:

| NAME                       | ADDRESS                                        |
|----------------------------|------------------------------------------------|
| William H. Stephenson, III | 4220 Appaloosa Road<br>Sebring, FL 33875       |
| Jerry T. Whidden           | 2451 Lake Lillian Drive<br>Avon Park, FL 33825 |

|                |                                            |
|----------------|--------------------------------------------|
| Barry S. Jones | 105 Sharon Avenue<br>Sebring, FL 33872     |
| Marvin Wolfe   | 803 S. Egret St.<br>Sebring, FL 33872      |
| Gwen Tondee    | 2837 Buck Drive<br>Zolfo Springs, FL 33890 |

The Directors shall be elected by the method stated in the bylaws of this corporation.

#### **ARTICLE VIII. INCORPORATORS**

The names and street addresses of the incorporators to these Articles of Incorporation are:

| <b>NAME</b>                | <b>ADDRESS</b>                                 |
|----------------------------|------------------------------------------------|
| William H. Stephenson, III | 113 Midway Drive<br>Sebring, FL 33870          |
| Jerry T. Whidden           | 2451 Lake Lillian Drive<br>Avon Park, FL 33825 |
| Barry S. Jones             | 105 Sharon Avenue<br>Sebring, FL 33872         |

#### **ARTICLE IX. AMENDMENT OF ARTICLES OF INCORPORATION AND BY-LAWS**

The corporation reserves the right to amend, alter, change or appeal any provision contained in these articles of incorporation in the manner now or hereafter prescribed by law. Each amendment submitted to the members for approval must be approved by majority of the members entitled to vote thereon.

#### **ARTICLE X. NON-PROFIT CHARACTER**

1. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, 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.

2. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that

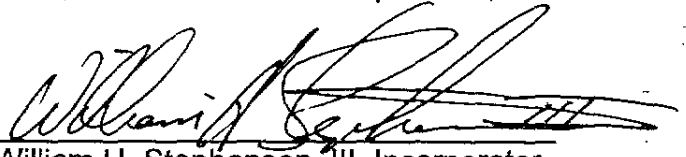
the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be carrying on of propaganda, or other wise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the organization shall not carry on any other activities not permitted to be carried on: (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

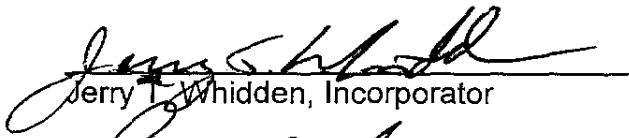
3. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the country in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

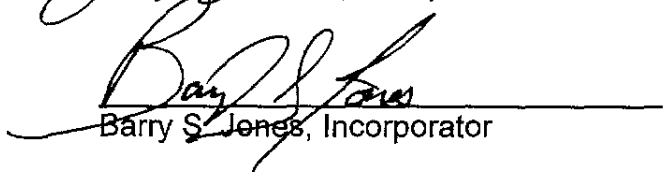
#### ARTICLE XI. REGISTERED OFFICE AND REGISTERED AGENT

The corporation hereby designates as its registered office, 113 Midway Drive, Sebring, FL 33870 and its registered agent, William H. Stephenson, III, who is located at the same address for service of process.

**IN WITNESS WHEREOF**, the undersigned incorporators, have hereunto set their hands and seal this 28 day of October, 2003, for the purpose of forming this non-profit corporation under the laws of the State of Florida, and we hereby make and file in the office of the Secretary of State of the State of Florida, these articles of incorporation, and certify that the facts stated are true.

  
William H. Stephenson, III, Incorporator

  
Jerry T. Whidden, Incorporator

  
Barry S. Jones, Incorporator

STATE OF FLORIDA  
COUNTY OF HIGHLANDS

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the state and county named above to take acknowledgments, personally appeared **WILLIAM H. STEPHENSON, III**, to me known to be the person described as the Incorporator in or who produced Personally Known as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

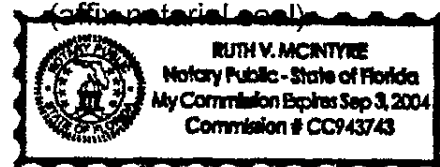
**WITNESS** my hand and official seal in the state and county named above this 28<sup>TH</sup> day of October, 2003.

Ruth V. McIntyre  
Notary Public, State of Florida

Printed Name: RUTH V. MCINTYRE

Commission No. CC943743

My commission expires: September 3, 2004



STATE OF FLORIDA  
COUNTY OF HIGHLANDS

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the state and county named above to take acknowledgments, personally appeared **JERRY T. WHIDDEN**, to me known to be the person described as the Incorporator in or who produced Personally Known as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

**WITNESS** my hand and official seal in the state and county named above this 5 day of ~~October~~, 2003.  
November

CHARLENE McCULLOUGH  
Notary Public, State of Florida  
My comm. exp. Mar. 9, 2007  
Comm. No. DD 191651

Charlene McCullough  
Notary Public, State of Florida

Printed Name: Charlene McCullough

Commission No. DD 191651

My commission expires: Mar 9 2007

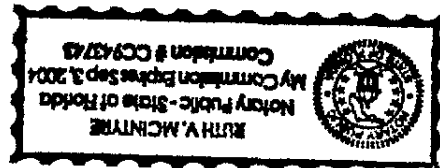
(affix notarial seal)

STATE OF FLORIDA  
COUNTY OF HIGHLANDS

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the state and county named above to take acknowledgments, personally appeared **BARRY S. JONES**, to me known to be the person described as the Incorporator in or who produced Personally Known as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

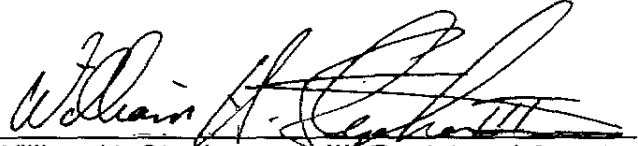
**WITNESS** my hand and official seal in the state and county named above this 28<sup>TH</sup> day of October, 2003.

Ruth V. McIntyre  
Notary Public, State of Florida  
Printed Name: RUTH V. MCINTYRE  
Commission No. CC 943743  
My commission expires: September 3, 2004  
(affix notarial seal)





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



William H. Stephenson, III, Registered Agent

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