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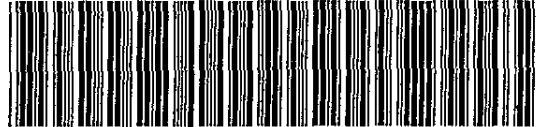
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HINES NORMAN HINES, P.L.

ATTORNEYS AT LAW

JAMES P. HINES
RANDY MILLER
- CHRISTOPHER H. NORMAN
JAMES P. HINES, JR.
ROBERT D. HINES
IRENA NJEZIC

315 S. Hyde Park Avenue
Tampa, Florida 33606
(813) 251-8659
Fax (813) 254-6153

OFFICES IN:

TAMPA
SUN CITY CENTER
LAND O'LAKES
PLANT CITY

May 19, 2004

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Residents of University Village Employee Scholarship Foundation, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-captioned corporation and our check in the amount of \$70.00 to cover the cost of the following:

Filing Fee	\$ 35.00
Registered Agent Fee	<u>35.00</u>
	\$ 70.00

Please file the Articles of Incorporation, date stamp the enclosed copy and return it to our office. Thank you for your assistance.

Very truly yours,



Dana Moore
Legal Assistant to Irena Njezic

IN:dm
Enclosures
Check: \$ 70.00

ARTICLES OF INCORPORATION

OF

RESIDENTS OF UNIVERSITY VILLAGE EMPLOYEE SCHOLARSHIP FOUNDATION, INC.

The undersigned subscribers, to these Articles of Incorporation, natural persons competent to contract, hereby form a corporation not for profit under Chapter 617 Florida Statutes.

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of this Corporation shall be **RESIDENTS OF UNIVERSITY VILLAGE EMPLOYEE SCHOLARSHIP FOUNDATION, INC.** ("the Corporation"). The initial principal office of the Corporation shall be located at 12401 N. 22nd Street, Tampa, Florida 33612, but the Corporation shall have the power to relocate its principal office and to establish branch offices at other places within or without the State of Florida as may be determined and deemed expedient from time to time. The initial mailing address of the Corporation shall be 12401 N. 22nd Street, Tampa, Florida 33612, but the Corporation shall have the power to change its mailing address to an address within or without the State of Florida.

ARTICLE II

PURPOSES

This Corporation is organized exclusively for the following purposes:

- (a) To provide financial assistance to employees of the Residence Center at University Village meeting the criteria established by the Board of Directors for continued education following graduation from an accredited high school or receipt of a general equivalency diploma, whether such education be at a college, university, trade school, or similar educational facility; and
- (b) To solicit gifts and bequests and to administer funds received in connection with providing financial assistance to employees of the Residence Center at University Village; and
- (c) To engage in such other educational, scientific, charitable, or religious activities deemed appropriate by the Board of Directors and authorized by law.

ARTICLE III

POWERS

The Corporation shall possess all powers allowed by law, including, but not limited to, the following powers:

- (a) To engage in any lawful enterprise, whether commercial, industrial or agricultural, calculated

or designed to be profitable to this Corporation and in keeping with its stated purposes in the foregoing Article II hereof.

(b) To contract, to sue and be sued, and to generally engage in, do and perform, any enterprise, act or vocation that a natural person might or could do or perform;

(c) To purchase, lease and hold real and personal property and any and every estate and interest therein and chooses in action secured thereby; to improve, manage, operate, sell, mortgage, lease and otherwise dispose of any property; to lend money upon such property and to take mortgages and assignments of mortgages on the same; and to transact any and all business which may be necessary or incidental or proper to the exercise of any or all of the aforesaid purposes of the Corporation;

(d) To borrow money and contract debts when necessary for the furtherance of the purposes of the Corporation or for the exercise of its corporate rights, privileges or franchise or for any other lawful purposes; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times and secured by mortgage or otherwise;

(e) To purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds issued by, or evidences of indebtedness created by, any other corporation or corporations; and while owning said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon;

(f) To acquire, enjoy, utilize and dispose of patents, copyrights, trademarks, and any licenses or other rights or interest therein and thereunder;

(g) To receive assistance, money, real or personal property and any other form of contributions from any person, firm, corporation, or other entity, to be utilized in the furtherance of the objects and purposes of the Corporation; to enter into agreements or contracts for regular and irregular contributions to the Corporation for its objects and purposes;

(h) To establish an office and employ such assistance and clerical force as may be necessary and proper in the judgment of the Board of Directors of the Corporation;

(i) To invest and reinvest surplus funds in such securities and properties as the Board of Directors of the Corporation may from time to time determine;

(j) To apply the whole or any part of the earnings and assets of the Corporation exclusively for educational, scientific, charitable or religious purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any successor laws or regulations ("the Internal Revenue Code");

(k) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which the Corporation is formed; and, in general, to have all the rights, privileges and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in Section 617.021 of the Florida Statutes; and

(l) To adopt and use a corporation seal containing the words "corporation not for profit", if desired and deemed necessary.

The enumeration of the foregoing shall not be held to limit or restrict in any manner the general powers of the Corporation. The objects, purposes and powers of the Corporation however, shall be exercised, construed and limited in their application to accomplish the religious purposes for which the Corporation is formed. The activities of the Corporation shall be consistent with Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV

DURATION AND EXISTENCE

The existence of the Corporation shall begin upon the filing of these Articles of Incorporation, and thereafter the existence of the Corporation shall be perpetual.

ARTICLE V

SUBSCRIBER

The names and addresses of the subscribers are:

Henry Vallowe, 12401 N. 22nd Street, Tampa, Florida 33612

Roger Smith, 12401 N. 22nd Street, Tampa, Florida 33612

Nelson Eldred, 12401 N. 22nd Street, Tampa, Florida 33612

ARTICLE VI

OFFICERS

The affairs of the Corporation shall be conducted by a President, a Vice President, a Treasurer, and a Secretary, and such other officers designated and authorized by the Board of Directors.

The election of such officers, as well as the fixing of the time and place for holding special and annual meetings, shall be as provided in the Bylaws of the Corporation.

ARTICLE VII

DIRECTORS

The Corporation shall be governed by a Board of Directors. The number of directors serving on the Board of Directors, the election or appointment of directors, and the fixing of the time and place for holding special and annual meetings shall be as provided in the Bylaws of the Corporation.

The initial directors shall be: Henry Vallowe, Roger Smith, and Nelson Eldred.

ARTICLE VIII

AMENDMENTS TO ARTICLES OF INCORPORATION

Except with respect to Article II hereof, the Articles of Incorporation may be amended at any time by a resolution adopted by the majority vote of the Board of Directors at any annual or special meeting, provided a quorum is present and further provided that due notice of the proposed amendment has been given to the directors then serving on the Board of Directors in accordance with the provisions of the Bylaws of the Corporation.

ARTICLE IX

CHARITABLE LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the directors or officers of the Corporation, or to any other private person; no part of the assets of the Corporation shall be expended to the benefit of anyone other than a recipient of funds for charitable purposes. All such income and all such assets shall be used and expended solely for the purposes stated in Section 501(c)(3) of the Internal Revenue Code. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes as set forth herein.

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 (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

In the event that the Corporation is characterized as a private foundation within the meaning of Section 509 of the Internal Revenue Code during any period, the Corporation, during such period:

Shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code;

Shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code;

Shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code;

Shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code; and

Shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code or by any organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE X

DISPOSITION OF ASSETS

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by transferring such assets to such organizations which are exempt under Section 501(c)(3) of the Internal Revenue Code and, to the extent possible, which are engaged in activities of the type described in Article II above, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation 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.

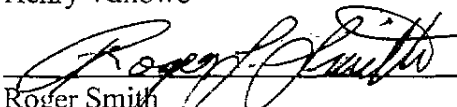
ARTICLE XI

REGISTERED OFFICE AND REGISTERED AGENT

The initial registered agent and the initial registered office for the Corporation are as follows: James P. Hines, Esq., Hines Norman Hines, P.L., 315 South Hyde Park Avenue, Tampa, Florida 33606.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 21 day of May, 2004 for the uses and purposes therein stated.


Henry Vallowe

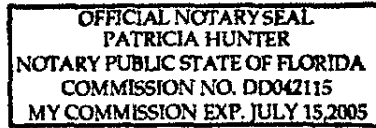

Roger Smith


Nelson Eldred

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State of Florida to take acknowledgments, personally appeared Henry Vallowe, Roger Smith, and Nelson Eldred, to me known to be the persons described as the subscribers in and who adopted the foregoing Articles of Incorporation of RESIDENTS OF UNIVERSITY VILLAGE EMPLOYEE SCHOLARSHIP FOUNDATION, INC., and acknowledged before me that they subscribed said Articles of Incorporation and did not take an oath.

WITNESS my hand and official seal in the State of Florida this 21 day of May, 2004.



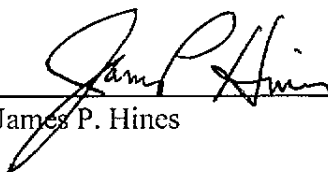
Notary Public (Signature)

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED FOR
RESIDENTS OF UNIVERSITY VILLAGE EMPLOYEE SCHOLARSHIP FOUNDATION, INC.**

Pursuant to Florida Statute Section 617.0501 **RESIDENTS OF UNIVERSITY VILLAGE EMPLOYEE SCHOLARSHIP FOUNDATION, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the foregoing Articles of Incorporation, hereby designates James P. Hines, 315 South Hyde Park Avenue, Tampa, Florida 33606, as its agent to accept service of process within Florida.

Having been named to accept service of process **RESIDENTS OF UNIVERSITY VILLAGE EMPLOYEE SCHOLARSHIP FOUNDATION, INC.**, at the place designated hereinunder, I hereby consent to act in this capacity, and hereby agree to comply with the laws of the State of Florida relative to said office.

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.


James P. Hines

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA