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July 18, 1995

Dana McKinnon, Director
Division of Corporations
Room 2001
The Capitol
Tallahassee, Florida 32301

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RE: Brandon Rotary Club Scholarship Fund, Inc.
Our File No.: 95-0156

To Whom It May Concern:

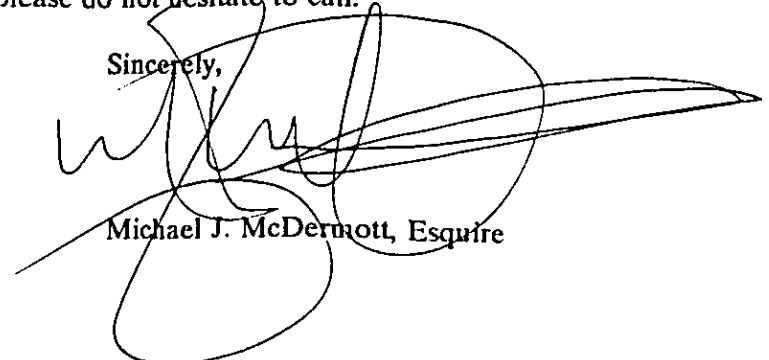
Enclosed herewith please find the following:

1. Original Articles of Incorporation in regard to the above-referenced corporation.
2. Copy for certification.
3. A check in the amount of \$122.50 payable to the Secretary of State is enclosed.

Please file the enclosed Articles of Incorporation and return to me a certified copy of same.

Should you have any questions, please do not hesitate to call.

Sincerely,


Michael J. McDermott, Esquire

MJM/mt

Enclosures

m/95-0156/tr-1

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95 JUL 24 PM 3:57
TALLAHASSEE, FLORIDA

10/18/95

ARTICLES OF INCORPORATION

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of

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SECRET
TALLAHASSEE, FLORIDA

BRANDON ROTARY CLUB SCHOLARSHIP FUND, INC.

The undersigned, acting as the incorporator for the purpose of forming a not for profit corporation, pursuant to Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation shall be BRANDON ROTARY CLUB SCHOLARSHIP FUND, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation has not yet been established. The current mailing address of the Corporation is P.O. Box 303, Brandon, Florida 33511.

ARTICLE III - PURPOSE

The purpose for which the Corporation is organized are as follows:

A. To receive and administer funds and to operate exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation (the "Code"). Among those purposes is to award scholarships to high school students who meet specific criteria.

B. To acquire, own, purchase, lease, dispose of and deal with real and personal property and interests, either absolutely or in trust therein and to apply gifts, grants, bequests, and devises and the proceeds thereof in furtherance of the purposes of the Corporation.

C. To do such things and to perform such acts to accomplish its purposes as the

Board of Trustees may determine to be appropriate and as are not forbidden by Section 501(c)(3) of the Code, with all the power conferred on nonprofit corporation under the laws of the State of Florida.

ARTICLE IV - TERM

Corporate existence shall commence upon filing these Articles of Incorporation with the Secretary of State and the term of the Corporation shall be perpetual.

ARTICLE V - POWERS

The Corporation shall have all of the common law and statutory powers of a corporation not for profit pursuant to the laws of the State of Florida that are not in conflict with the terms of these Articles; provided, however, that notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax pursuant to 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.

ARTICLE VI - LIMITATIONS

The Corporation shall be operated exclusively for educational purposes as a nonprofit corporation. No individual trustee or member of the Corporation shall have any title to or interest in the corporate property or earnings in his or her individual or private capacity and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any director, trustee, officer, or member, but the Corporation 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 Article III (Purpose) hereof or any

private shareholder or individual. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE VII - MEMBERS

Qualification for membership in the Corporation, the manner of members' admission and membership voting rights shall be provided for in the Bylaws of the Corporation.

ARTICLE VIII - TRUSTEES

(a) Powers. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Trustees.

(b) Number. The number of trustees shall be determined from time to time in accordance with the Bylaws, but shall never be less than three (3) trustees, and, in the absence of any such determination, shall be three (3) trustees.

(c) Election; removal. Trustees shall be elected or removed in accordance with the procedure provided in the Bylaws.

(d) Initial Trustees. The names and addresses of the initial trustees to hold office until the first annual meeting of members and until their successors shall have been elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Derrell Curry	2505 SR 60 East, Valrico, FL 33594
Marshall Glass	605 Hitchingpost Dr., Brandon, FL 33511
Charles D. Talley, Jr.	101 Holly Tree Lane, Brandon, FL 33511

ARTICLE IX - REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Michael J. McDermott, Esquire	791 West Lumsden Road, Brandon, FL 33511

ARTICLE X - INCORPORATOR

The name and street address of the person signing these Articles are as follows:

<u>Name</u>	<u>Address</u>
Derrell Curry	2505 SR 60 East, Valrico, FL 33594
Marshall Glass	605 Hitchingpost Dr., Brandon, FL 33511
Charles D. Talley, Jr.	101 Holly Tree Lane, Brandon, FL 33511

ARTICLE XI - BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Trustees and may be altered, amended or rescinded by the Board of Trustees.

ARTICLE XII - INDEMNIFICATION

The Corporation shall indemnify each Officer and Trustee, including former Officers and Trustees, to the full extent permitted by the laws of the State of Florida.

ARTICLE XIII - NONSTOCK BASIS

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

ARTICLE XIV - AMENDMENT

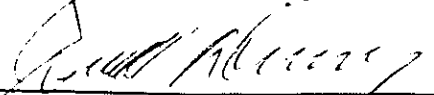
The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Trustees and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

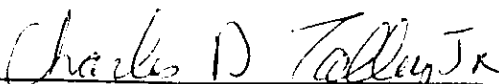
ARTICLE XV - DISSOLUTION

In the event of dissolution, the residual assets of the Corporation shall be turned over to one or more organizations which themselves are exempt from federal income tax as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provisions of any future United States Internal Revenue Law, or to the federal, state, or local government for exclusively public purposes.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 18th day of July, 1995.


MARSHALL GLASS, *Incorporator*

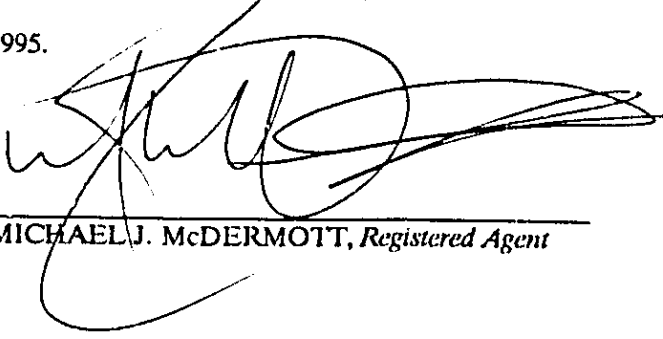

DERRELL CURRY, *Incorporator*


CHARLES D. TALLEY, JR., *Incorporator*

ACCEPTANCE BY REGISTERED AGENT

I hereby accept the appointment as Registered Agent of BRANDON ROTARY CLUB
SCHOLARSHIP FUND, INC., as made in the foregoing Articles of Incorporation.

Dated this 18 day of July, 1995.



MICHAEL J. McDERMOTT, *Registered Agent*

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CLERK
TALLAH