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TRANSMITTAL LETTER

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

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-01/12/98--01047--015
****131.25 ****131.25

SUBJECT: SOUTHERN COLLEGIATE EDUCATION FUND, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: ROBERT R. CUMMINS
Name (Printed or typed)

1920 BONNEVILLE DR.
Address

ORLANDO, FL 32826
City, State & Zip

(407) 273-6000
Daytime Telephone number

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

98 JAN 12 AM 11:17

FILED

NOTE: Please provide the original and one copy of the articles.

6/18 1-14-98

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OFFICE OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SOUTHERN COLLEGIATE EDUCATION FUND, INC.**

The undersigned, acting as incorporator of a corporation under the Not-for-Profit Corporation Act of the State of Florida, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation, hereinafter referred to as the "Fund" is SOUTHERN COLLEGIATE EDUCATION FUND, INC.

ARTICLE II

The Fund's principal place of business shall be 1920 Bonneville Drive, Orlando, Florida 32826.

ARTICLE III

The period of duration of the Fund is perpetual.

ARTICLE IV

The purposes for which the Fund is formed are to develop relationships with community and business interests to promote and enhance the potential for academic excellence, the development of the human faculty, and provide economic support for educational opportunities; to assist students to be successful community leaders through financial support for educational costs, expenses, and tuition, through scholarships, grants, contributions, and other financial assistance; to seek, pursue, obtain, and receive grants, contributions, gifts, and other support for

such endeavors from charitable funds, foundations, endowments, alumni, and friends of the Fund.

The Fund is organized exclusively for charitable, 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. The Fund may receive and administer funds for scientific, educational, and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and to that end, the Fund is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Fund, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Fund, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-for-Profit Corporation Law.

No part of the net earnings of the Fund shall inure to the benefit of any member, trustee, officer of the Fund, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Fund affecting one or more of its purposes, and no member, trustee, officer of the Fund, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Fund. No substantial part of the activities of the Fund shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Fund shall not participate in or intervene in, including the publication or distribution of

statements, any political campaign on behalf of any candidate for public office.

Upon the dissolution of the Fund or the winding up of its affairs, the assets of the Fund shall be distributed exclusively to one or more charitable, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or 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 Circuit Court of the county in which the principal office of the Fund 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 V

The initial street address in the state of Florida of the initial registered office of the Fund is 1920 Bonneville Drive, Orlando, Florida 32826, and the name of the initial registered agent at such address is ROBERT R. CUMMINS.

ARTICLE VI

The territory in which the operations of the Fund are principally to be conducted is the United States of America and its territories and possessions, but the operations of the Fund shall not be limited to such territory.

ARTICLE VII

The initial board of directors shall consist of at least five (5) members, one of whom must be a resident of the State of Florida.

ARTICLE VIII

The names and addresses of the persons who shall serve as directors until the first annual meeting of members, or until their successors shall have been elected and qualified, are as follows:

ROBERT R. CUMMINS
1920 Bonneville Drive
Orlando, FL 32826

LINDA SEXTON NUSBAUM
780 Waywood Avenue
Orlando, FL 32807

JOHN F. MALONE
1053 McKinnon Avenue
Oviedo, FL 32765

ARTICLE IX

The name and address of the initial incorporator is as follows:

ROBERT R. CUMMINS
1920 Bonneville Drive
Orlando, FL 32826

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this

5th day of January, 1998.


Incorporator: ROBERT R. CUMMINS

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions

of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Robert R. Cummins
ROBERT R. CUMMINS

1/5/98
Date

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was executed and acknowledged before me this 5th day of

January 1998, by

Nereida Giraldo
Notary Public



Nereida Giraldo
MY COMMISSION # CC690623 EXPIRES
October 22, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

FILED
98 JAN 12 AM 11:17
TALLAHASSEE, FLORIDA