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December 24, 2014

FLORIDA DEPARTMENT OF STATE

Division of Corporations

NAVAL R.O.T.C. SCHOLARSHIP FUND, INC.

C/O JOEL N. WEBER

14197 CLASSIQUE WAY

SAN DIEGO, CA 92129-4333US

SUBJECT: NAVAL R.O.T.C. SCHOLARSHIP FUND, INC.

RRF: N17789

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NAVAL R.O.T.C. SCHOLARSHIP FUND, INC.**

Pursuant to the provisions of section 617.1006 of the Florida Not-for-Profit Corporation Act, the undersigned hereby adopts the following Amended and Restated Articles of Incorporation, and certify as follows:

1. The name of the corporation shall be: NAVAL R.O.T.C. SCHOLARSHIP FUND, INC., (the "Corporation"). The date of filing the original Articles of Incorporation with the Secretary of State was November 14, 1986, as amended from time-to-time thereafter.

2. The Amended and Restated Articles of Incorporation does not require member approval and has been duly approved by the Board of Directors of the Corporation by written consent dated October 28, 2014, in accordance with Sections 617.1001, 617.1002, and 617.1007 of the Florida Not-For-Profit Corporation Act.

3. The Articles of Incorporation are hereby amended and restated in their entirety as follows:

ARTICLE I. NAME

The name of the corporation shall be: NAVAL R.O.T.C. SCHOLARSHIP FUND, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation is 2618 Bent Hickory Circle, Longwood, Florida 32779-3627.

ARTICLE III. PURPOSE(S)

The purpose for which the corporation is organized is exclusively for charitable, religious, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV. MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is set forth in the Bylaws.

ARTICLE V. REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

Maryann Seery
2618 Bent Hickory Circle
Longwood, Florida 32779-3627

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ARTICLE VI. CHARITABLE ORGANIZATIONS PROVISIONS

Notwithstanding any powers granted to the Corporation by its Articles, Bylaws or by the laws of the State of Florida, the following limitations of power shall apply:

a. The Corporation 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 of 1986, as amended ("Code").

b. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for the services rendered and to make payments and distributions in furtherance of purposes set forth in the purpose clause hereof. 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. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (i) by an organization exempt from federal income tax under Code Section 501(c)(3); or (ii) by an organization contributions to which are deductible under Code Section 170(c)(2).

c. Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed to the federal government, or a state or local government, for public purpose. Any such assets not so disposed of shall be disposed of by the court having jurisdiction over the Corporation, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLES VII. EFFECTIVE DATE

The Effective Date of this amendment shall be upon the filing of the Amended and Restated Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Amended and Restated Articles of Incorporation this 28 day of October, 2014.

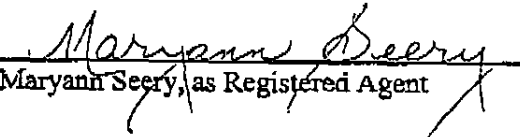
By: Thomas J. Pauloski
Thomas J. Pauloski, President

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

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.


Maryann Seery, as Registered Agent