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TRANSMITTAL LETTER

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

800003067458--6
-12/13/99--01064--003
*****78.75

SUBJECT: Public Housing Academic Scholarship, Inc.
(Proposed corporate name - must include suffix)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 DEC 23 PM 2:00

FILED

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 of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: FRANK C. CHAVERS
Name (Printed or typed)

PO BOX 540338
Address

MERITT ISLAND FL 32954-0338
City, State & Zip

321-452-6331 X910
Daytime Telephone number

W-28644

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

F. CHAMBERLAIN JAN 3 1999



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

RECEIVED

DEC 21 1999

Ans'd. _____

December 16, 1999

FRANK C CHAVERS
P O BOX 540338
MERRITT ISLAND, FL 32854-0338

SUBJECT: PUBLIC HOUSING ACADEMIC SCHOLARSHIP, INC.
Ref. Number: W99000028644

99 DEC 23 PM 2:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for PUBLIC HOUSING ACADEMIC SCHOLARSHIP, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

The registered agent designated in your document is not an active entity according to our records. Please reinstate this entity (call (850) 487-6059 for information) or designate another entity that is active according to our records.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 099A00058964

THE PUBLIC HOUSING ACADEMIC SCHOLARSHIP INC.
a corporation not for profit

ARTICLES OF INCORPORATION

BY THESE ARTICLES OF INCORPORATION, the undersigned, a majority of which are citizens of the United States desire to form a non-profit corporation under Florida Law, do hereby certify:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- 1) **NAME.** The name of this corporation is Public Housing Academic Scholarship Inc., a corporation not for profit.
- 2) **LOCATION.** The place in this state where the principal office of the corporation is located is Melbourne, Brevard County, Florida.
- 3) **PURPOSE.** Said corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The purpose for which this corporation is organized is to provide scholarships for relief to the poor, the distressed, or the underprivileged.
- 4) This corporation shall issue no stock. 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. The corporation shall be authorized and empowered to pay payments and distributions in furtherance of the purposes set forth in Article Three hereof. No substantial part of the activities of the corporation shall be in carrying on propaganda, or otherwise attempting to influence legislation. 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 these articles the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation 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 a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- 5) **MEMBERS.** (a) The members of this corporation executive board will be four (4) With one member at large.

President) Rosetta F. Pease
2628 Kefauver St.
Melbourne, Florida

Vice President) Robert McKemy
728 Peregrine Drive
Indialantic, Florida

Secretary) Larry Shoeman
615 Kurek Court
P.O. box 540338
Merritt Island, Florida

Treasurer) Johnnie Mae Scott
1040 Mathers Street
Melbourne, Florida

Member at Large Bettye Murray
2404 S. Lipscomb St.
Melbourne, Florida

(b) The qualifications for members and the manner of their admission shall be regulated by the by-laws.

- 6) TERM. This corporation shall exist perpetually.
- 7) Upon the dissolution of the Public Housing Academic Scholarship Inc, all 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, all assets shall be distributed to the Brevard County Housing Authority, for a public purpose. The corporation will distribute its income for each tax year as such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code or corresponding section of any future federal tax code.
- 8) The corporation will not engage in any act of self-dealing as defined in section 4941 (d) of the Internal revenue Code, or corresponding section of any future federal tax code.
- 9) The corporation will not retain any excess business holdings as defined in section 4943 © of the Internal Revenue Code, or corresponding section of any future federal tax code.
- 10) The corporation will not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code, or corresponding section of any future federal tax code.
- 11) The corporation will not make any taxable expenditures as defined in section 4945 (d) of the Internal Revenue Code, or Corresponding section of any future federal tax code.
- 13) SUBSCRIBERS. The names and residences of the subscribers are:

Rosetta Pease 2628 Kefauver St. Melbourne, Fl. 32935

Robert McKemy 728 Peregrine Dr. Indialantic, Fl. 32903

Larry Shoeman 615 Kurek Court P.O. Box 5450338

Merritt Island, Fl. 32954-0338

Johnnie Mae Scott 1040 Mathers St. Melbourne, Fl. 32935

Member at large Bettye Murray 2404 S. Lipscomb St. Melbourne, Fl. 32935

14) OFFICERS. (a) The affairs of this corporation shall be managed by officers elected by the board of directors at its second annual meeting. The officers shall serve until the annual meeting the board of directors unless removed earlier in accordance with the by-laws.

(b) The names of the officers who shall serve until the election at the organizational meeting after the articles are approved are:

President	Rosetta Pease
Vice President	Robert McKemy
Secretary	Larry Shoeman
Treasurer	Johnnie Mae Scott
Member at large:	Bettye Murray

15) Exective Directors. This corporation shall have a board of directors of (5) five initially. The number of directors shall be prescribed in the bylaws from time to time. The names of the addresses of the directors who shall serve until the first elections are:

Rosetta Pease 2618 Kefauver St. Melbourne, Fl. 32935-2718

Robert McKemy 728 Peregrine Dr. Indialantic, Fl. 32903

Larry Shoeman 615 Kurek Court P.O. Box 540338 Merritt Island
Fl.32954-0338

Johnnie Mae Scott 1040 Mathers St. Melbourne, Fl. 32935

Member at Large: Bettye Murray 2404 S. Lipscomb St. Melbourne, Fl 32901

Vacancies in the initial board of Directors occurring before the first election shall be filled by the Executive Directors remaining in Office even though they do not constitute a quorum of the Executive board of Directors.

16) By-laws. The by-laws of the corporation shall be adopted by the Executive Board of Directors until the first election.

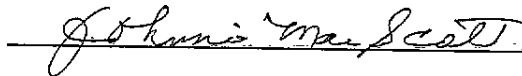
17) Amendments. An amendment to the by-laws may be proposed by the board of directors, or a member. Amendments shall be adopted by the board of directors by the affirmative vote at least 50% plus 1 (one) of the directors present, and voting at a meeting at which a quorum 50% plus 1 (one) is present.

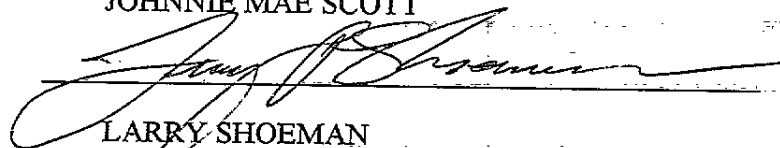
18) Resident Agent. The initial resident agent for this corporation is FRANK CHAVERS and initial residents office is located at 615 Kurek Court P.O. Box 540388 Merritt Island, Fl. 32954-0338.

19) Members Meetings- Number - ect.- of members will be valid when set at a meeting of members after the notice prescribed in the bylaws.

Dated on this 9th day of December 1999.


ROSETTA PEASE


JOHNNIE MAE SCOTT


LARRY SHOEMAN

STATE OF FLORIDA

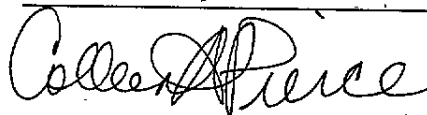
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me on the 9th day of December, 1999.

My Commission Expires: April 18, 2001



Colleen A Pierce
My Commission CC627948
Expires April 18, 2001



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM SERVICE OF PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091 FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST - THAT PUBLIC HOUSING ACADEMIC SCHOLARSHIP, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 615 KUREK COURT, MERRITT ISLAND, FLORIDA 32953, BREVARD COUNTY, STATE OF FLORIDA, HAS NAMED FRANK C. CHAVERS, LOCATED AT 615 KUREK COURT, MERRITT ISLAND, FLORIDA 32953, ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: [Signature]
LARRY P. SHOEMAN
TITLE: SECRETARY
DATE: DECEMBER 22, 1999

FILED
99 DEC 23 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: [Signature]
FRANK C. CHAVERS
DATE: DECEMBER 22, 1999

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 22 day of December 1999 by Larry P. Shoeman and Frank C. Chavers who is personally known to me and who did not take an oath.

Signature of Notary [Signature]
Printed Name: Colleen A. Pierce



Colleen A. Pierce
My Commission CC627948
Expires April 18, 2001