

Division of Corporations

Page 1 of 1

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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION**Next Step Scholarship Foundation, Inc.**

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**ARTICLES OF INCORPORATION
OF
NEXT STEP SCHOLARSHIP FOUNDATION, INC.
A FLORIDA CORPORATION NOT FOR PROFIT**

In order to form a corporation in accordance with the provisions of the laws of the State of Florida for the formation of corporations not for profit, Chapter 617, Florida Statutes, the undersigned, hereby as incorporator, designates the following articles for the purposes and with the powers hereinafter mentioned.

ARTICLE 1

1.01. CORPORATION NAME. The name of this corporation is:

"Next Step Scholarship Foundation, Inc."

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ARTICLE 2

2.01. TERM OF EXISTENCE. The period of the duration of the existence of this corporation will be perpetual and shall commence at the time of filing of the Articles of Incorporation by the Department of State.

ARTICLE 3

3.01. PURPOSES AND RESTRICTIONS. The purposes of the corporation and restrictions on its operations are as follows:

(a) To provide additional educational opportunities to dependent adolescents and young adults who (i) have entered into or have completed an accredited drug an/or alcohol rehabilitation program on criteria to be established by the Board of Directors or (ii) have experienced traumatic physical injury that has resulted in extensive recuperation and

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rehabilitation time and will require extensive continuing therapy on criteria to be established by the Board of Directors.

(b) The corporation shall restrict its operations to the promotion of charitable, educational, humanitarian and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as presently or hereafter existing ("Code"). Notwithstanding any provision of these Articles of Incorporation to the contrary, the corporation shall take no action inconsistent with the provisions of the Florida Not For Profit Corporation Act.

(c) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that 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 herein.

(d) To do any and all things and exercise any and all powers, rights and privileges provided herein and in the Bylaws consistent with its purposes and with the provisions of Section 501(c)(3) of the Code.

ARTICLE 4

4.01. NONSTOCK CORPORATION. This corporation is organized on a nonstock basis without the issuance of shares of stock evidencing ownership.

ARTICLE 5

5.01. REGISTERED AGENT AND PRINCIPAL OFFICE. The Registered Agent and the street address of the initial registered office and of the principal office of the corporation in the State of Florida shall be:

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Arthur C. Wotiz
2415 Costa Verde Blvd.
209
Jacksonville Beach, Florida 32250

ARTICLE 6

6.01. DIRECTORS. The powers, business and affairs of the corporation shall be managed by and directed by the Board of Directors in accordance with these Articles and the Bylaws. The number of directors may be increased or diminished from time to time by the Bylaws but there shall at all times be at least three directors. The method of electing the directors shall be as provided in the Bylaws. The initial Board of Directors shall consist of the following:

1. Arthur C. Wotiz;
2. Robert O. Mickler; and
3. Debra Kloeppel.

ARTICLE 7

7.01. INCORPORATOR. The name and street address of the incorporator of this corporation is as follows:

Arthur C. Wotiz
2415 Costa Verde Blvd.
209
Jacksonville Beach, Florida 32250

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ARTICLE 8

8.01. MEMBERSHIP. This corporation shall have no members.

ARTICLE 9

9.01. DISTRIBUTION OF ASSETS UPON DISSOLUTION. Upon the dissolution or final liquidation of the corporation, the Board of Directors shall distribute the assets of the corporation to such entity qualifying for exemption from federal taxes pursuant to Section 501 (c) (3) of the Code as may be determined by the then existing Board of Directors for the tax-exempt purposes set forth herein and, in the absence of such appointment and distribution, to the state of Florida for any public purpose.

ARTICLE 10

10.01. AMENDMENT. These Articles may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Duval County, Florida, for the uses and purposes aforesaid, this 28 day of July, 2000.

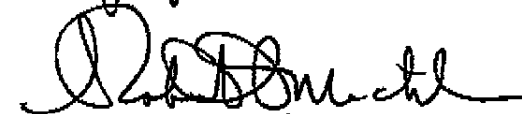

Arthur C. Woriz, Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

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Before me personally appeared Arthur C. Wotiz, to me well known and known to me to be the individual described in and who executed the foregoing instrument and acknowledged to and before me that he executed same for the purposes therein expressed.

WITNESS my hand and official seal this 28th day of July, 2000.



Notary Public, State of Florida
at Large.

My commission expires:



Robert O. Mickler

MY COMMISSION # CC682800 EXPIRES
October 20, 2001
BONDED THRU TROY FAH INSURANCE, INC.

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Sections 48.091 and 617.023, Florida Statutes, the following is submitted,
in compliance with said Act:

Next Step Scholarship Foundation, Inc., desiring to organize under the laws of the State
of Florida with its registered office, as indicated in the Articles of Incorporation at 2415 Costa
Verde Blvd., #209, Jacksonville Beach, County of Duval, State of Florida 32250, has named
Arthur C. Wotiz, 2415 Costa Verde Blvd. #209, Jacksonville Beach, Florida 32250, as its agent
to accept service of process within this state.

Acceptance - Having been named to accept service of process for the above stated
corporation, at the place designated in this Certificate, I hereby accept such appointment, agree
to act in this capacity, and agree to comply with the provisions of said Act relative to keeping
open said office.

AC Wotiz

Arthur C. Wotiz
Dated: *7/28/00*

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TALLAHASSEE, FLORIDA

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