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ARTICLES OF INCORPORATION

<u>OF</u>

IFDF SCHOLARSHIP FOUNDATION, INC.

The undersigned subscribes to these Articles of Incorporation pursuant to the provisions of Chapter 617, Florida Statutes, for the purpose of forming a corporation not for profit and further states as follows:

ARTICLE I Name and Principal Place of Business

The name of the corporation is IFDF Scholarship Foundation, Inc. The initial principal place of business is: 217 South Adams Street, Tallahassee, Florida 32301.

ARTICLE II

The period of the duration of this corporation shall be perpetual unless dissolved in accordance with Florida law. Corporate existence shall commence upon filing with the Secretary of State.

ARTICLE III

This corporation is organized for the purpose of developing and expanding the educational and professional opportunities for students enrolled in accredited colleges or schools of mortuary science, and licensed funeral. Notwithstanding any other provision of these Articles, this organization shall not carry on any activities which are not permitted to be carried on by an organization exempt from taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future United States Internal Revenue law.

The corporation is authorized to provide scholarship and professional experiences to assist qualified students in entering the field of mortuary science; to provide professional development opportunities for licensed funeral directors; to support the activities of other organizations or groups which provide similar benefits to mortuary student and licensed funeral directors; and to conduct fundraising activities necessary to support the programs of the corporation.

ARTICLE IV Restrictions

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; provided, however, 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, 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 (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE V Members

The initial membership of the corporation shall consist of the Board of Directors. Other classifications of membership shall be as established by the Board of Directors as provided in the By-laws of the corporation and may consist of separate categories of membership, each with different rights and responsibilities.

ARTICLE VI

The street address and city of the registered office of the corporation is:

IFDF Scholarship Foundation, Inc. c/o Meyer and Brooks, P.A. 2544 Blairstone Pines Drive Tallahassee, Florida 32301

The name of the initial registered agent at such address is Ronald G. Meyer, Esquire.

ARTICLE VII Board of Directors

The affairs of this corporation shall be managed by a governing board called the Board of Directors. Members of the Board of Directors shall be appointed by the President of the Independent Funeral Directors of Florida, Inc. from the membership of that organization. The Board of Directors may select committees and officers in accordance with the By-Laws. The corporation may provide in its By-Laws for ex-officio members to serve on the Board. Such ex- officio members shall have the powers enumerated in the By- Laws of the corporation. The initial Board of Directors shall consist of the following persons:

Sam Odom, Chairman 519 Cathcart Avenue Orlando, Florida 32803

Robert Adkins Southeastern Funeral Directors Service Post Office Box 10041 Jacksonville, Florida 32247-0041

John Deakins John P. Deakins & Associates 125 Blue Run Drive Dunnellon, Florida 34432-9998

Ronnie Macks
Faith Chapel Funeral Home
100 Beverly Parkway
Pensacola, Florida 32505

Ashley Milam Milan Funeral Home 311 South Main Street Gainesville, Florida 32601

<u>ARTICLE VIII</u>

Officers

The corporation shall have such officers as may be provided for in the By-laws. The manner of selection of officers shall also be provided for in the By-laws. The corporation shall have at least the following officers:

- 1. President
- 2. Secretary
- 3. Treasurer

An individual may hold more than one (1) office in the corporation. Duties of officers shall be described in the By-laws.

ARTICLE IX

Indemnification of Officers and Directors

Officers and directors shall be indemnified by the corporation against all expenses and liabilities, including attorney's fees, (including any incurred in appellate proceedings), reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. The corporation may purchase and maintain insurance on behalf of all officers and directors against any such liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

Non-Stock Basis

This corporation is organized on a non-stock basis.

ARTICLE XI

Dissolution

In the event of dissolution of this corporation, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or corresponding sections of any prior or future United States Internal Revenue law or to the federal, state or local government to be used for exclusively public purposes.

ARTICLE XII

Incorporator

The name and address of the incorporator subscribing to these Articles of Incorporation are set forth below:

Dr. M. Juhan Mixon 217 South Adams Street Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned pursuant to the laws of the State of Florida does hereby make and file in the office of the Secretary of State of Florida these Articles of Incorporation and further certifies that the facts stated herein are true and correct.

Incorporator

VERIFICATION

STATE OF FLORIDA)
COUNTY OF LEON)

The foregoing instrument was acknowledged before me this 2 8 day of February, 2001, by M. Juhan Mixon, who is personally known to me OR who provided a valid Florida Driver's License as identification (strike through one).

WITNESS my hand and seal in the County and State named above on this

February, 2001.

NOTARY PUBLIC

My Commission Expires:

Robyn L Reed
MY COMMISSION # CC725596 EXPIRES
March 17, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

Notary Public: Koap L. Keed

Printed Name

ACCEPTANCE BY REGISTERED AGENT

Ronald G. Meyer, the Registered Agent named in the foregoing Articles of Incorporation, by the execution of the acceptance, does hereby agree to abide by the provisions of Section 607.034, <u>Florida Statutes</u>, with respect to the duties of such registered agent and agrees to maintain normal business hours at the following address: 2544 Blairstone Pines Drive, Tallahassee, Florida 32301.

RONALD G MEYER