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February 8, 2001

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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RE: Florida Minerals Association Scholarship Fund, Inc.

Dear Sir/Madam:

Enclosed is an original and one copy of the Articles of Incorporation for Florida Minerals Association Scholarship Fund, Inc., and a check for \$78.75 made payable to the Department of State to cover the following for the above referenced non-profit corporation:

Non-Profit Corporation Filing Fees:	\$35.00
Certified Copy:	\$ 8.75
Registered Agent Distribution:	\$35.00

Please return the certified copy to:

Frank E. Matthews, Esq.
Hopping Green Sams & Smith
123 South Calhoun Street
Post Office Box 6526
Tallahassee, FL 32314

FILED
01 MAR - 6 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB3-6
W-013621

**ARTICLES OF INCORPORATION
OF**

**FLORIDA MINERALS ASSOCIATION SCHOLARSHIP FOUNDATION, INC.
(A Florida Not-For-Profit Corporation)**

FILED
01 MAR -6 PM 3: 02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - NAME

The name of the Corporation shall be Florida Minerals Association Scholarship Fund, Inc. (hereinafter "Corporation").

Article II - PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be: Post Office Box 1584, Orange Park, Florida 32067-1584.

Article III - PURPOSE

The Corporation is incorporated under the Florida Not for Profit Corporations Act, Chapter 617, Florida Statutes ("the Act"). The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 ("the Code"), as amended, and not for pecuniary profit. More specifically, the Corporation is organized and shall be operated exclusively to carry out the following purposes:

(a) To accept, hold, administer, invest and disburse for charitable, scientific, or educational purposes such funds or property as may from time to time be given to it by any person, persons, or corporations, or earned by it in its activities.

(b) To provide scholarships, fellowships, grants, loans, or other financial assistance to selected persons in furtherance of their educational pursuits.

(c) To support, assist, encourage, and promote the exclusively educational and charitable goals of the Corporation.

(d) To engage in such other activities in furtherance and support of the foregoing purposes as are lawful and proper for corporations formed under the Act and Section 501(c)(3) of the Code.

Article IV - MANNER OF ELECTION

The affairs of the Corporation shall be managed by a Board of Directors. The number of directors shall initially be four (4). The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than three (3). The manner of election of members of the Board of Directors shall be regulated by the Bylaws of the Corporation.

Article V - INITIAL DIRECTORS

The names and addresses of the persons who shall serve as the initial members of the Board of Directors of the Corporation are as follows:

Graeme Sloan
ILUKA
1223 Warner Road
Green Cove Springs, FL 32043-4623

Patricia Nichols
E.I. DuPont de Nemours & Company, Inc.
Post Office Box 753
Starke, FL 32091

Mike Batts
Phoenix Environmental Group
2916 East Park Avenue
Tallahassee, FL 32301

Mike Cunio
Engelhard Corporation
1101 North Madison Street
Quincy, FL 32351

Article VI - OFFICERS

The affairs of the Corporation shall be carried out by a President, Vice President, Secretary and Treasurer, and such other officers as may be appointed by the Board of Directors in accordance with the Bylaws of the Corporation. The names and addresses of the initial officers are as follows:

Graeme Sloan
President
ILUKA
1223 Warner Road
Green Cove Springs, FL 32043-4623

Patricia Nichols
Vice President
E.I. DuPont de Nemours & Company, Inc.
Post Office Box 753
Starke, FL 32091

Mike Batts
Treasurer
Phoenix Environmental Group
2916 East Park Avenue
Tallahassee, FL 32301

Mike Cunio
Secretary
Engelhard Corporation
1101 North Madison Street
Quincy, FL 32351

Article VII - INITIAL REGISTERED AGENT AND STREET ADDRESS

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

Frank E. Matthews, Esq.
Hopping Green Sams & Smith, P.A.
123 South Calhoun Street
Post Office Box 6526
Tallahassee, Florida 32314

Article VIII - INCORPORATOR

The name and street address of the Incorporator for these Articles of Incorporation is:

Florida Minerals Association Scholarship Fund, Inc.
Post Office Box 1584
Orange Park, FL 32067-1584

Article IX - DISSOLUTION

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code or corresponding provisions of any subsequent federal tax laws, as selected by the Board of Directors.

Article X - LIMITATIONS

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 any of its purposes. No

substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Subsection 501(h) of the Code), and the Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 6th day of March, 2001.

Michael S. Batts
Mike Batts
Incorporator

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity this 5th day of March, 2001.

Frank E. Matthews
Frank E. Matthews
Initial Registered Agent

FILED
MAR - 6 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA