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VIA FEDERAL EXPRESS

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02 JAN 28 PM 3:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
E. SCOTT GOLDEN

DONIELLE A. MASON

FILE NUMBER

2725-1

January 25, 2002

Corporate Records Bureau
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32396

Re: FPEA Scholarship Fund, Inc.

Sir/Madam:

Enclosed are two original executed copies of Articles of Incorporation for the referenced corporation for filing with the Secretary of State on the date received.

Also enclosed is a check in the amount of \$ 78.75 to cover the filing fee and costs as follows:

Filing Articles of Incorporation	\$ 70.00
Certified copy of Articles of Incorporation	<u>8.75</u>
Total	\$ 78.75

Please forward one certified copy of the Articles of Incorporation to the undersigned at your earliest convenience.

Sincerely yours,

DONIELLE MASON

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Enclosures

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COI-31

**ARTICLES OF INCORPORATION
OF
FPEA SCHOLARSHIP FUND, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is FPEA Scholarship Fund, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence, and the corporate existence will commence on the filing of these Articles by the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for all lawful purposes permitted to be carried out by a corporation non-for profit, limited however to such purposes as are permitted by an organization recognized as an exempt organization pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, as explained in the relevant Treasury Regulations ("Internal Revenue Code"). The purposes of the Corporation shall include, but shall not be limited to, the following lawful purposes:

1. To provide scholarships for post-high school education.
2. To create an endowment to be used to provide scholarships for post-high school education.
3. The foregoing purpose is subject to the general limitation that the purposes for which the Corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.
4. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director or officer of the Corporation or any member of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.
5. The Corporation shall distribute its income for each taxable year at such time and

in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

6. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, that are organized and operated exclusively for such purposes.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the initial registered office of this corporation is 644 Southeast Fourth Avenue, Fort Lauderdale, Florida 33301, and the name of the initial registered agent of this Corporation at that address is DONIELLE MASON. The principal office and mailing address of the corporation is 170 12th Street N.E., Naples, Florida 34120.

ARTICLE V- CAPITAL STOCK

This Corporation shall be a non-stock, not-for-profit corporation.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have four directors initially. The directors will be appointed annually by the Board of Directors of the Florida Parent Educators Association, Inc. The number of directors may be increased or decreased from time to time in accordance with the Bylaws, but never shall be less than three. The name and address of the initial directors of this corporation are:

Marcy Krumbine
170 12th Street, N.E.
Naples, FL 34120

Jan Prentice
10335 N.W. 5th Avenue
Miami, FL 33150

Pamela Knopf
1695 Mayfair Road
Jacksonville, Florida 32207

Bill Freeman
P.O. Box 593
Waldo, FL 32894

ARTICLE VII - MEMBERS

The Corporation shall not have members.

ARTICLE VIII- INCORPORATOR

The name and address of the person signing these Articles is:

DONIELLE MASON
644 Southeast Fourth Avenue
Fort Lauderdale, Florida 33301

ARTICLE IX- INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, inconsistent with Florida law or as permitted by the Bylaws.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25 day of January, 2022.

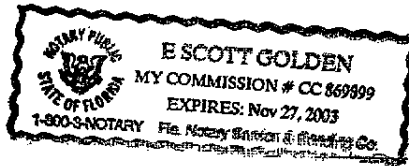

DONIELLE MASON

STATE OF FLORIDA)
) SS:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 25 day of January, 2002, by Donielle Mason, incorporator of FPEA Scholarship Fund, Inc., a Florida corporation, on behalf of the corporation. She is personally known to me or has produced _____ as identification.

My commission expires:

E Scott Golden
Notary Public, State of Florida



**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN THIS
STATE AND NAMING AGENT UPON WHOM SERVICE MAY BE SERVED**

This Certificate is submitted pursuant to Section 48.091 and 607.0501, *Florida Statutes*, as follows:

FPEA Scholarship Fund, Inc., desiring to organize under the laws of the State of Florida with its registered office, as indicated in its Articles of Incorporation, in the City of Fort Lauderdale, County of Broward, State of Florida, has named DONIELLE MASON, of 644 Southeast Fourth Avenue, Fort Lauderdale, Florida 33301, as its agent to receive service of process within this State.

ACKNOWLEDGMENT:

Having been named to receive Service of Process for the above named corporation at the place designated in this Certificate, I hereby agree to act in this capacity and agree to comply with the provisions of said Act.

Donielle Mason
DONIELLE MASON