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NO2000001468

February 11, 2002

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

600005001606--6
-02/25/02--01086--020
****122.50 ****78.75

Re: Miss Heart of Plant City Scholarship Pageant, Inc.

Gentlemen:

Please find enclosed original and one copy of Articles of Incorporation of Miss Heart of Plant City Scholarship Pageant, Inc., which we would appreciate your filing in your records.

Also enclosed is my check for \$122.50 to cover the following costs:

| | |
|------------------------------|-----------------|
| Filing fee | \$ 35.00 |
| Registered Agent Designation | \$ 35.00 |
| Certified copy | <u>\$ 52.50</u> |
| Total | \$122.50 |

FILED
FEB 25 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please return a certified copy of the Articles of Incorporation to the undersigned.

Very truly yours,

DAVID H. GALLOWAY, P.A.

By David H. Galloway
David H. Galloway

Enclosures

dhg\corp\Miss Heart of Plant City-ltr to file

gy 3/1

ARTICLES OF INCORPORATION
OF
MISS HEART OF PLANT CITY SCHOLARSHIP
PAGEANT, INC.

FILED
FEB 25 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Subscriber to these Articles of Incorporation, a natural person competent to contract, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation to form a corporation, not for profit, pursuant to Chapter 617 of the Laws of the State of Florida, to be operated for the promotion of higher education and scholarships among young women, for educational and charitable purposes, and all other legal activities such corporation may from time to time need to accomplish these purposes.

ARTICLE I

Name

The name of the corporation is MISS HEART OF PLANT CITY SCHOLARSHIP
PAGEANT, INC.

ARTICLE II

Duration

The duration of the corporation is perpetual; and the corporate existence will commence upon the filing of these Articles of Incorporation by the Department of State.

ARTICLE III

Identification of Registered Agent and Principal Office

The initial principal place and office of business shall be at 6711 David Barron Drive, Post Office Box 3505, Plant City, Florida 33567, with branch offices at such places as the Board of Directors may from time to time by resolution provide within and without the State of Florida and the United States of America.

The name of this corporation's registered agent and address is BRENDA WHITE, at the office of the corporation at 6711 David Barron Drive, Plant City, Florida 33567.

ARTICLE IV

General Purposes

The general nature and purpose for which this corporation is organized is to promote higher education and scholarships among young women. In order to promote this purpose, it is further organized for whatever subsequent purposes, including educational and charitable humanitarian purposes, which may facilitate and fulfill the primary objective.

ARTICLE V

Powers

This corporation shall have all the rights and powers now or hereafter conferred upon not for profit corporations by the laws of the State of Florida.

The corporation shall not carry on activities that are prohibited for corporations exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or in

any other corresponding provisions of any future United States Internal Revenue Code).

ARTICLE VI

Non Profit Purposes and Powers

The purposes for which the Corporation is organized are:

1. To see that no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, trustees, members, 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 Corporation's purposes. 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 in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions 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 §501(c)(3) of the Internal Revenue Code of 1986 or (b) by a Corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law);

2. To conduct programs and activities; raise funds; request and receive grants, gifts, and bequests of money; acquire, receive, hold, invest and administer, in its own name, securities, funds, objects of value, or other property, real or personal, and make expenditures to or for the direct or indirect benefit of the corporation.

3. If the Corporation shall be or become a private foundation as such term is defined by Internal Revenue Code Section 509, then the Corporation shall be required to distribute its income for each taxable year at such time and in such manner as not to subject it to tax under Internal Revenue Code Section 4942, and the Corporation shall be prohibited from engaging in any act of self-dealing (as defined in Section 4941(d)), from retaining any excess business holdings (as defined in Section 4943(c)), from making any investments in such manner to subject the Corporation to tax under Section 4944, and from making any taxable expenditures (as defined in Section 4945(d)). The statutory references in this Paragraph 3 are to the Internal Revenue Code of 1986, and the regulations thereunder, as they now exist and may hereafter be amended from time to time.

ARTICLE VII

Subscribers

The name and address of the Subscriber of the Articles of Incorporation is:

NAME

BRENDA WHITE

ADDRESS

Post Office Box 728
Durant, Florida 33530

ARTICLE VIII

Membership

Membership in this Corporation shall consist of those persons who are hereafter named as initial members of the Board of Directors of this Corporation, together with such other persons who, from time to time hereafter, meet the requisite qualifications of membership in this

Corporation as provided by the By-Laws of the Corporation, and who are elected to membership in this Corporation in the manner provided in the By-Laws of the Corporation.

ARTICLE IX

Management of Corporate Affairs

1. Board of Directors.

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the Corporation may be increased or diminished from time to time by the By-Laws but shall never be less than three (3). Directors shall be selected by the Members of the Corporation.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of the Members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve until their successors have been elected. Annual meetings shall be held at the principal office of the Corporation, or at such other place as the Board of Directors may designate from time to time by resolution, on the 1st day in February of each year unless otherwise determined by the Board.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board and any such action by written consent shall have the same force and effect as if taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and By-Laws of this Corporation authorize the

Directors to so act. Such a statement shall be prima facie evidence of such authority.

It is also understood that any member of the Board of Directors may participate in regular or specially called meetings of the Board of Directors via conference call, and that such participation and action will be accepted and appropriately recorded as binding and legal as provided in the By-Laws of the Corporation.

The names and addresses of such first members of the Board of Directors and their addresses are as follows:

| <u>NAME</u> | <u>ADDRESSES</u> |
|--------------|--|
| BRENDA WHITE | Post Office Box 728 Durant, Florida 33530 |
| APRIL HICKS | 1111 Warnell Street Plant City, Florida 33566 |
| DEVONY SCOTT | 8108 S. Turkey Creek Road Plant City, Florida 33567 |

2. Corporate Officers.

The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer and such other officers as the By-Laws of this Corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

| <u>NAME AND ADDRESS</u> | <u>OFFICE</u> |
|--|---------------|
| Brenda White Post Office Box 728 Durant, Florida 33830 | President |

April Hicks
1111 Warnell Street
Plant City, Florida 33566

Vice-President

Kitty Simmons
2520 Al Simmons Road
Dover, Florida 33527

Secretary

Stephanie Gray
509 East DeVane Street
Plant City, Florida 33566

Treasurer

ARTICLE X

By-Laws

The Board of Directors of this Corporation may provide such By-Laws for the conduct of the business of the Corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. Upon notice properly given, the By-Laws may be amended, altered or rescinded by majority vote of the Directors present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Corporations Not For Profit Law of Florida concerning corporate action that must be authorized or approved by members of the Corporation.

ARTICLE XI

Amendments to Articles of Incorporation

Any amendment to these Articles of Incorporation may be proposed by any member of the Corporation, but such amendment may be adopted only after receiving an affirmative vote of the majority of the Board of Directors.

ARTICLE XII

Dissolution

The Board of Directors alone has power to determine to dissolve this Corporation. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all 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 §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of common pleas (Circuit Court) of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII

Distributions, Tax Exempt Status

1. Distributions, Assets, Tax Treatment.

During such period, or periods, of time as the Corporation is treated as a "private foundation" pursuant to §509 of the Code, the Directors must distribute the Corporation's income at such time and in such manner so as not to subject the Corporation to tax under §4942 of the Code, and the Corporation is prohibited from engaging in any act of self-dealing (as defined in

§4941(d) of the Code), from retaining any excess business holdings (as defined in §4943(c) of the Code) which would subject the Corporation to tax under §4943 of the Code, from making any investments or otherwise acquiring assets in such manner so as to subject the Corporation to tax under §4944 of the Code, from retaining any assets which would subject the Corporation to tax under §4944 of the Code if the Directors have acquired such assets, and from making any taxable expenditures (as defined in §4945(d) of the Code).

2. Activities.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a Corporation described in §501(c)(3) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a Corporation, contributions to which are deductible under §170(c)(2) of the Code.

ARTICLE XIV

Indemnification

Every person who now is or hereafter shall be a Director or Officer of the Corporation shall be indemnified by the Corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the Corporation (whether or not he is a Director or Officer of the Corporation at the time he is made a party to such action, suit or proceedings, or at the time such costs or expense is incurred by or imposed upon him) except in

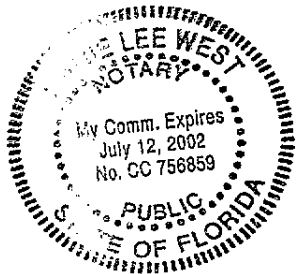
relation to matters as to which he shall be finally adjudged in such actions, suit or proceedings to have been derelict in the performance of his duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

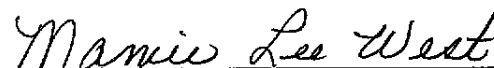
IN WITNESS WHEREOF, I have hereunto subscribed my name to these Articles of Incorporation this 11th day of February, 2002.


BRENDA WHITE

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged under oath before me this 11th day of February, 2002, by BRENDA WHITE, who declared her identity and who has produced her Florida Driver's License as personal identification.





Name:
Notary Public, State of Florida
My commission expires: _____

ACKNOWLEDGMENT:

Having been named as registered agent of the foregoing MISS HEART OF PLANT CITY SCHOLARSHIP PAGEANT, INC., I hereby accept and agree to act in this capacity and agree

to comply with the laws of the State of Florida in all respects.


BRENDA WHITE

DHG\CORP\MISS HEART OF PLANT CITY-ARTICLES

FILED
OCT 25 AM 9:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA