

Law Offices

HOLLAND & KNIGHT

701 Brickell Avenue, Suite 3000
P.O. Box 015441 (ZIP 33101-5441)
Miami, Florida 33131

305-374-8500
FAX 305-789-7799
www.hklaw.com

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March 19, 2002

VIA FEDERAL EXPRESS

Mr. Buck Kohr
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

LYNN C. WASHINGTON
305-789-7798

Internet Address:
lwashing@hklaw.com

FILED
02 MAR 20 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: **The Dawsey-Pelt Scholarship Foundation, Inc.**

600005138636--9
-03/21/02--01020--026
*****70.00 *****70.00

Dear Buck:

Attached hereto please find the Articles of Incorporation for the subject entity along with a check made payable to Florida Department of State in the amount of \$70.00 to cover the filing fee for such filing.

Upon filing, please return the confirmation in the enclosed, self-addressed stamped envelope provided for your convenience.

If you have any questions regarding this filing, please call me directly at 305-789-7424.

As always, thank you for your assistance.

Very truly yours,


Michelle Baserva
Assistant to Lynn C. Washington

Enclosure

MIA1 #1122060 v1

BK

CF-70.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE DAWSEY-PELT SCHOLARSHIP FOUNDATION, INC.,
a Florida not-for-profit corporation

The undersigned incorporator signs and delivers these Articles of Incorporation in order to form a corporation not for profit under the laws of the State of Florida.

ARTICLE I. NAME.

The name of this corporation is:

THE DAWSEY-PELT SCHOLARSHIP FOUNDATION, INC.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS.

The address of the principal office and the mailing address of the Corporation is:

741 S.W. 99th Avenue
Pembroke Pines, FL 33025

ARTICLE III. PURPOSES.

A. This corporation is organized and shall operate exclusively for educational, cultural, charitable and scientific purposes. The primary purpose of the corporation is to assist individuals and students from families of modest means to continue their education and to provide financial scholarship opportunities for such individuals and students. The purposes of the corporation shall however, be limited in all events to exempt purposes described in Section 501(c) (3) of the Internal Revenue Code of 1986 as amended. Furthermore, this corporation may engage in only activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt purposes. In furtherance of its exempt purposes the corporation may promote, establish, conduct and maintain activities on its own behalf and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities.

B. As a means and incidental to accomplishing the purposes for which this corporation is being operated, it shall have the following powers:

(1) To solicit, accept, acquire, receive and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever nature or description and wherever situated; and

(2) To sell, exchange, convey, mortgage, lease, transfer or otherwise dispose of any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law; and

(3) To borrow money but only as authorized by its Board of Directors, and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgages, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the corporation, wherever situated; and

(4) To invest or reinvest its funds in such stocks, bonds, debentures, mortgages or other investments or securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift; and

(5) To maintain a margin account and conduct business in the margin account in the same fashion in which an individual may conduct business, including but not limited to buying on margin, selling short, buying and selling options, maintaining a special subscription account and dealing in commodities; and

(6) In general, to exercise such other powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the corporation, subject to such limitations as are or may be prescribed by law.

C. Notwithstanding anything herein to the contrary, this corporation may exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c) (3) of the Internal Revenue Code of 1986, as amended and its Regulations as the same now exist, or as they may be hereafter amended from time to time.

D. No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any director or officer of the corporation or any other private individual, in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c) (3) of the Internal Revenue Code of 1986, as amended. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

E. No part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

F. In the event of the complete or partial liquidation or dissolution of the corporation, whether voluntary or involuntary, the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively to one or more organizations then described in Sections 501(c)(3) and 509(a)(1) or 509(a) (2) of the Internal Revenue Code of 1986, as amended, or to the federal, state or local government for exclusively public purposes.

ARTICLE IV. TERM OF EXISTENCE.

This corporation shall exist perpetually.

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ARTICLE V. DIRECTORS.

Directors of the Corporation shall be elected as provided in the Bylaws. All corporate powers shall be exercised by the Directors and the affairs of the corporation shall be managed under the direction of the Directors of the corporation. The Directors shall have the sole voting power.

ARTICLE VI. REGISTERED AGENT.

The name and address of the registered agent of the corporation is:

Name

Address

Andrea Pelt

741 S.W. 99 Avenue
Pembroke Pines, FL 33025

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TALLAHASSEE, FLORIDA

ARTICLE VII. INCORPORATOR.

The name and address of the incorporator of the corporation is:

Name

Address

Lynn C. Washington

701 Brickell Avenue, Suite 2800
Miami, Florida 33131

Executed at Miami, Florida, this 15th day of March, 2002.

Incorporator:



Lynn C. Washington

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That **THE DAWSEY-PELT SCHOLARSHIP FOUNDATION, INC.** desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 741 S.W. 99th Avenue, Pembroke Pines, Florida 33025, has named Andrea Pelt as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

March 15, 2002
Date

Andrea J. Pelt
ANDREA PELT
Registered Agent