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From:

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Account Number : I20000000067
Phone : (941)262-5959
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FLORIDA NON-PROFIT CORPORATION

Carl Marcus Quitzau Scholarship Foundation, Inc.

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

CARL MARCUS QUITZAU SCHOLARSHIP FOUNDATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, being desirous of forming a corporation for educational, charitable and philanthropic purposes, pursuant to Chapter 617 of the Florida Statutes, do hereby recite the following:

ARTICLE I. The name of this corporation is CARL MARCUS QUITZAU SCHOLARSHIP FOUNDATION, INC., whose street and mailing address is 6480 Sandalwood Lane, Naples, Florida 34109.

ARTICLE II. This corporation will have perpetual existence and will come into existence upon the filing of these Articles with the Secretary of State.

ARTICLE III. The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, or the corresponding provision of any future United States Internal Revenue Law.

This corporation may engage in any activity permitted under the laws of the United States and the State of Florida within the following purposes:

1. To solicit and obtain funds and property by gift, bequest, devise or grant, to invest and reinvent the same and to apply the income and principal thereof, as the Board of Directors may from time to time determine, by providing funds to The Carl Marcus Quitzau Scholarship.

2. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any other purposes set forth herein.

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3. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE IV. The corporation shall have members. The By-laws of the corporation contain provisions relating to the qualification for membership, the rights of member, and other such matters.

ARTICLE V. The name of the initial registered agent, and the street address of the initial registered office and initial are:

Naples-Lawdock, Inc., a Florida corporation
4501 Tamiami Trail North, Suite 300
Naples, Florida 34103

ARTICLE VI. The affairs of the corporation shall be managed by a Board of Directors consisting of not less than three (3) members known as Directors. Each Director shall be appointed by a majority of the members of this corporation. The initial members of the Board of Directors, each to serve until his successor is appointed, are as follows:

Dianne Ginolfi, President and Treasurer
Evelyn Ginolfi, Vice President
Christine Ginolfi, Secretary

ARTICLE VII. The name and address of the incorporator hereof is:

James T. Demarest
4501 Tamiami Trail North, Suite 300
Naples, Florida 34103

ARTICLE VIII. The Board of Directors of the Corporation may provide such bylaws for the conduct of the corporation's business and the carrying out of its purpose as they deem necessary or desirable from time to time. Upon proper notice, the bylaws may be amended, altered, or repealed by a majority vote of those members of the Board of Directors present at any regular meeting or at any special meetings called for that purpose.

ARTICLE IX. The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all right and privileges conferred upon the members, directors and officers are subject to this reservation.

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ARTICLE X. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, officers, directors, 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 purposes of the corporation. 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 Section 501 of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law), 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 provision in these Articles, the corporation shall not carry on any other activity not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (and the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

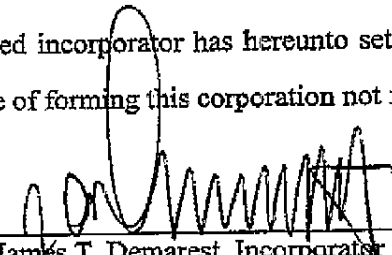
ARTICLE XI. In the event of dissolution, the residue assets of the organization, after payment of all liabilities of the corporation, will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any future United States Internal Revenue law, or to the Federal, State or local government for exclusive public purposes.

ARTICLE XII. The corporation is organized and shall be operated on a non-stock basis within the meaning of the Florida Not for Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership or proprietary interest in the corporation.

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IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal
this 11TH day of April, 2002, for the purpose of forming this corporation not for profit under the
laws of the State of Florida.


James T. Demarest, Incorporator
Dated: April 11, 2002

NAPLES-LAWDOCK, INC., having been designated to act as Registered Agent, hereby
agrees to act in this capacity.

Naples-Lawdock, Inc.

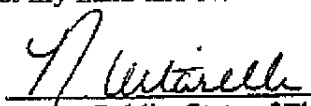
By: 

Timothy G. Hains, Vice President

STATE OF FLORIDA)
COUNTY OF COLLIER)

I HEREBY CERTIFY that on this 11th day of April, 2002, before me, a Notary Public
for the state and county aforesaid, personally appeared Timothy G. Hains, as Vice President of
Naples-Lawdock, Inc., a Florida Corporation, known to me or satisfactorily proved to be the
person whose name is subscribed to the foregoing instrument.

IN WITNESS WHEREOF, I have set my hand and Notarial Seal the day and year first
above written.


Notary Public, State of Florida

My Commission expires:



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