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April 11, 2002

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32399

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-04/15/02--01076--011
*****78.75 *****78.75

RE: GOODRUM/DARBY SCHOLARSHIP FOUNDATION, INC.

Gentlemen:

Enclosed for filing are the Articles of Incorporation for the above-referenced corporation, along with a check in the amount of \$78.75 for the filing fee. After filing, please forward a certified copy to me at the above Winter Haven address.

If you have any questions or comments, please do not hesitate to give me a call.

Best regards,

CEDRIC E. LEWIS

dt
Enclosures

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 APR 15 AM 7:28

ENCLOSURE

APR 23

FILED
SECRETARY OF FLORIDA
02 MAR 15 PM 7:23
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
IN COMPLIANCE WITH CHAPTER 617, F.S. (Not for Profit)

The undersigned, acting as incorporators of a corporation under the Not-for profit Corporation Act of the State of Florida, adopt the following articles of incorporation:

ARTICLE I - NAME

The name of the Corporation shall be THE GOODRUM/DARBY SCHOLARSHIP FOUNDATION, INC.

ARTICLE II - PRINCIPAL OFFICE

The initial principal office of the corporation shall be 603 Avenue O N.E., Winter Haven, Florida 33881

The initial mailing address of the Corporation shall be P.O. Box 4462, Winter Haven, Florida 33805

ARTICLE III - PURPOSE

The Corporation is organized exclusively to provide athletic and academic based scholarships to deserving college students in the Greater Winter Haven area. Additionally, to create and promote a Junior Golfers program within the Greater Winter Haven area and create awareness of the sport of golf to the youth of the Greater Winter Haven area.

ARTICLE IV - ELECTION

The Officers and Directors of the Corporation will be elected by a majority vote at the Annual Meeting as regulated by the By-laws of the Corporation.

ARTICLE V - INITIAL OFFICERS AND TRUSTEES

The names and addresses of the initial officers are as follows:

President	Timothy Brown	305 Ave. X N.E. Winter Haven, FL 33880
Vice-President	David Darby	8041 Archer Circle, Tallahassee, FL 32309
Recording Secretary	Gerri Thompson	603 Ave. O N.E. Winter Haven, FL 33880
Treasurer	Charlie Hilliard, CPA	P.O. Box 1324 Winter Haven, FL 33880

The names and addresses of the initial Trustees are as follows:

Norris Horton, II	175 Prairie Dune Way	Orlando, FL 32828
Cedric E. Lewis	631 Heather Glen Loop	Winter Haven, FL 33884
Leander Calhoun	1757 2 nd Street N.E.	Winter Haven, FL 33881
Melvin Roux	603 Ave. O N.E.	Winter Haven, FL 33881
John Covington	10901 Valley Forge Circle,	Caravel, IN 43036
Brian Kiki Covington	1367 Olympia Park Circle	Ocoee, FL 34761

ARTICLE VI - INITIAL REGISTERED AGENT

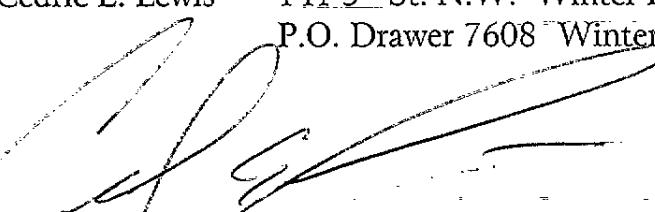
The name and street address of the initial registered agent is:

Cedric E. Lewis 141 5th St. N.W. Winter Haven, FL 33880-7608
P.O. Drawer 7608 Winter Haven, FL 33880-7608

ARTICLE VII - INCORPORATOR

The name and address of the incorporator is:

Cedric E. Lewis 141 5th St. N.W. Winter Haven, FL 33880-7608
P.O. Drawer 7608 Winter Haven, FL 33880-7608


Cedric E. Lewis, Incorporator

3/9/02
Date

Having been named as the 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.


Cedric E. Lewis, Incorporator

3/9/02
Date

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
02 APR 15 AM 7:28