

**No2000003259**  
LAW OFFICE OF  
**CASSELS & McCALL**

JOHN D. CASSELS, JR.  
LAURA ANN McCALL

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April 24, 2002

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 APR 26 PM 2:36

**Re: GENE ALLEN MEMORIAL SCHOLARSHIP FUND, INC.**

Dear Sir/Madam:

You will find enclosed herewith an *original* executed Articles of Incorporation for the above referenced corporation along with a copy of same. Also enclosed is our firms' check in the amount of \$87.50 to cover the following:

Filing Fee of Articles	\$70.00
Certified Copy of Articles	\$8.75
Certificate Designating Registered Agent	\$8.75

Please return the certified copy of the Articles, together with your Certification of Incorporation at your earliest convenience.

With kindest regards, I am

Sincerely,

*John D. Cassels, Jr. /sw*

John D. Cassels, Jr.

JDC/sw

Enclosures: As stated.

cc: Samuel Neese without enclosures.

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5-1-02  
JDC

**ARTICLES OF INCORPORATION  
OF  
GENE ALLEN MEMORIAL SCHOLARSHIP FUND, INC.  
In Compliance with Chapter 617, F.S., (Not for Profit)**

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I NAME**

The name of the corporation shall be GENE ALLEN MEMORIAL SCHOLARSHIP FUND, INC., herein referred to as the "Association", or the "Corporation".

**ARTICLE II TERM**

The duration of the Corporation is perpetual.

**ARTICLE III PURPOSE**

The general purposes for which the Corporation is organized are:

1. 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 or the corresponding provision of any future United States Internal Revenue law.
2. Notwithstanding any other provision of these articles, this Association shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

**ARTICLE IV DIRECTORS**

A. The affairs and property of the corporation shall be managed and governed by a Board of Directors. The initial Board of Directors shall have five (5) members, and the number of directors on subsequent Boards will be determined from time to time in accordance with the provisions of the By-Laws of the Association.

B. Directors shall be elected by the voting members in accordance with the By-Laws at regular annual meetings of the membership of the Association, in the manner set out by the By-Laws. Directors shall be elected to serve for a term of one (1) year. In the event of a vacancy, the elected directors may appoint an additional director to serve the balance of the term

C. The number of directors constituting the initial Board of Directors of the Corporation is five (5), which number may be increased or decreased pursuant to the bylaws of the Corporation. The name and street address of each person appointed to act as Directors until the first annual meeting or until their successors are duly chosen and qualified are as follows:

SAMUEL G. NEESE, III      3355 SE 44<sup>th</sup> Avenue  
Okeechobee, FL 34974

LARISSA D. McDUFFIE      1100 SE 5<sup>th</sup> Street  
Okeechobee, FL 34974

MELINDA L. BONEY      2181 SW 8<sup>th</sup> Street  
Okeechobee, FL 34974

CAMERON G. ALLEN      917 NW 3<sup>rd</sup> Street  
Okeechobee, FL 34972

BILLY DON ALLEN      509 NW 16<sup>th</sup> Street  
Okeechobee, FL 34972

#### **ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent of this Corporation shall be: **SAMUEL G. NEESE** of 3355 SE 44<sup>th</sup> Avenue, Okeechobee, Florida 34972. The Board of Directors may from time to time move the registered office to any other address. The principal address is the same as the registered office.

#### **ARTICLE VI MEMBERS**

The corporation shall have members. Members shall be admitted by a majority vote of the directors upon their demonstration of a commitment to awarding annual scholarships to community children. Further, qualifications and specifics as to membership notifications shall be regulated by the by-laws of the corporation provided they are not inconsistent with these articles.

#### **ARTICLE VII INDEMNIFICATION**

Each director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Corporation, whether or not he is a director or officer at the time such expenses are incurred,

except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled under Florida law.

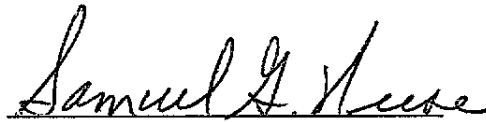
#### **ARTICLE VIII DISSOLUTION**

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of general jurisdiction, of the county in which the principal office of the organization is then located, exclusively for such purposes.

#### **ARTICLE IX INCORPORATOR**

The name and address of the incorporator is: SAMUEL G. NEESE, 3355 SE 44<sup>th</sup> Avenue, Okeechobee, Florida 34972.

Executed by the undersigned at Okeechobee, Florida on this 24<sup>th</sup> day of April, 2002.

  
SAMUEL G. NEESE, Incorporator

STATE OF FLORIDA  
COUNTY OF OKEECHOBEE

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of April, 2002, by SAMUEL G. NEESE, (✓) who is personally known to me, or ( ) who has produced \_\_\_\_\_ as identification.

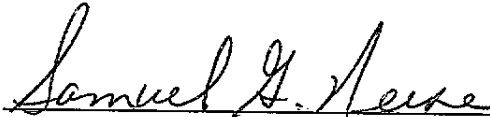
  
Signature of Notary Public - State of Florida

Tilda Anderson  
Printed/Typed/Stamped Name of Notary  
My Commission Expires: May 14, 2004

TILDA ANDERSON  
Notary Public, State of Florida  
My comm. exp May 14, 2004  
— Comm No CC936150

**CONSENT OF REGISTERED AGENT TO ACCEPT SERVICE**

I, SAMUEL G. NEESE, having been named as registered agent and to accept service of process for GENE ALLEN MEMORIAL SCHOLARSHIP FUND, INC., at 3355 SE 44<sup>th</sup> Avenue, Okeechobee, Florida 34972, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
SAMUEL G. NEESE, Registered Agent

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