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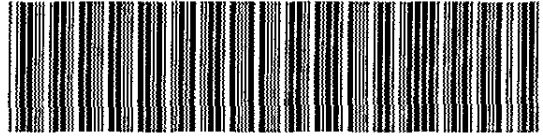
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February 19, 2003

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CHARLES P. YOUNG

WM. DOUGLAS MARSH, OF COUNSEL
ALAN C. SHEPPARD, OF COUNSEL

Division of Corporations
Florida Department of State
P. O. Box 6327
Tallahassee, FL 32314

RE: The Matt Bell Courage Scholarship, Incorporated

Gentlemen:

Enclosed please find an original and one copy of Articles of Incorporation for the above which we would appreciate your filing and returning the certified copy to the writer.

Also enclosed for filing is an Acceptance of Appointment as Registered Agent.

Our check in the amount of \$78.75 is enclosed to cover the costs.

Very truly yours,


A. G. CONDON, JR.

AGCjr:ms
Encl.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE MATT BELL COURAGE SCHOLARSHIP, INCORPORATED**

KNOW ALL MEN BY THESE PRESENTS, that we, the undersigned, desiring to form a corporation pursuant to the Not-for-Profit Corporation Laws of the State of Florida, do hereby make, subscribe and acknowledge this certificate, constituting Articles of Incorporation, as follows:

1. **NAME:** The name of the Corporation shall be **THE MATT BELL COURAGE SCHOLARSHIP, INCORPORATED**, a Florida corporation not for profit.

2. **INITIAL PRINCIPAL OFFICE AND MAILING ADDRESS:** The address of the initial principal office is 30 South Spring St., Pensacola, FL 32501, and the initial mailing address is P. O. Drawer 1271, Pensacola, FL 32596.

3. **GENERAL AND SPECIFIC PURPOSES:** The corporation is formed exclusively for the purposes for which a corporation may be formed under the Not-for-Profit Corporation Law of the State of Florida, and not for a pecuniary profit or financial gain.

The specific purposes for which the Corporation is organized are:

A. To raise and provide funds for college and/or university scholarships for high school graduates from Escambia and Santa Rosa Counties, Florida, who meet criteria established by the Board of Directors that includes scholastic, extracurricular and athletic achievements and having overcome a significant hardship, disability or other impairment in doing so.

B. To operate exclusively in any manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent

federal tax laws.

4. **MEMBERSHIP:** Any person who is interested in furthering the purposes of the corporation as above stated and who qualifies for membership in accordance with the By-laws of the corporation may become a member of the corporation upon approval of the application for membership of such person first given by the Board of Directors.

5. **DURATION:** The duration for which this Corporation is to exist shall be perpetual.

6. **SUBSCRIBERS:** The names and addresses of the subscribers are as follows:

Janet Holley
Escambia County Tax Collector's Office
213 S. Palafox St.
Pensacola, FL 32501

Thomas F. Condon
125 S. Alcaniz St. - St. 3
Pensacola, FL 32501

A. G. Condon, Jr.
30 S, Spring St.
Pensacola, FL 32501

7. **OFFICERS:** The officers of the corporation who shall manage the affairs of the corporation, subject to the direction of the Board of Directors, shall be a President, one or more Vice Presidents, as may be determined by the Board of Directors from time to time, a Secretary, and a Treasurer. The offices of Secretary and Treasurer may be held by the same person. Officers shall be elected at the annual meeting of the Board of Directors.

8. **BOARD OF DIRECTORS:** The number of persons constituting the Board of Directors shall be not less than three (3) nor more than nine (9), as determined at the annual

meeting of members. Until changed, the first Board of Directors shall consist of six (6) persons.

The names and addresses of the persons who are to serve as Directors until the first election are:

<u>Name</u>	<u>Address</u>
Bruce Bell	5838 Grande Lagoon Boulevard Pensacola, FL 32507
Keith L. Bell	1517 North 9th Avenue Pensacola, FL 32503
A. G. Condon, Jr.	30 South Spring Street Pensacola, FL 32501
Thomas F. Condon	125 South Alcaniz Street - St. 3 Pensacola, FL 32501
Janet Holley	Escambia County Tax Collector's Office 213 South Palafox Street Pensacola, FL 32501
Robby Robinson	5508 North W Street Pensacola, FL 32505

9. **BY-LAWS:** The By-Laws of the corporation are to be made, altered or rescinded by the Board of Directors of the corporation.

10. EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 purposes set forth in Article 3 hereof.

B. No substantial part of the activities of the corporation shall be the carrying on or 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.

C. 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 Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions 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 provisions of any future United States Internal Revenue Law).

D. Notwithstanding any other provisions of these Articles, this corporation shall not, except to any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

11. DISTRIBUTION OF ASSETS: Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at any time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of

competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

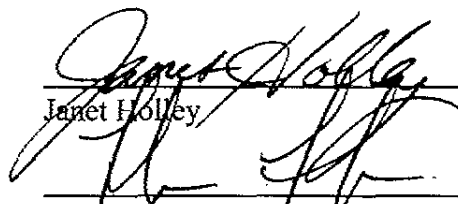
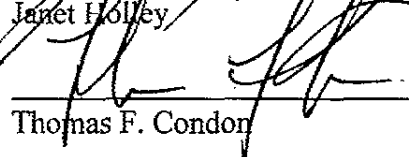
12. **DECLARATION OF ASSETS:** The property of this corporation is irrevocably dedicated to educational and charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

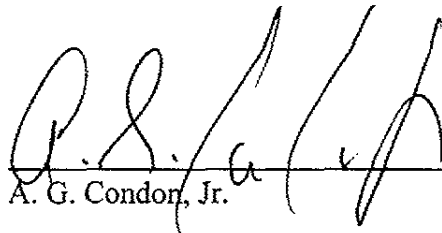
13. **AMENDMENT.** Amendments to the Articles of Incorporation may be proposed and adopted by vote of a majority of the Board of Directors.

14. **RESIDENT AGENT AND OFFICE:** Until changed, the resident agent of the corporation upon whom process may be served is A. G. Condon, Jr., 30 South Spring Street, Pensacola, Florida 32501.

15. **CORPORATE POWERS.** This corporation shall have all of the powers granted to a not-for-profit corporation under the laws of the State of Florida, except any power which would invalidate its right to be a tax exempt corporation under the Internal Revenue Code of the United States.

IN WITNESS WHEREOF, we have hereunto set our hands and seals to this instrument, this 3rd day of December, 2002.


Janet Holley

Thomas F. Condon


A. G. Condon, Jr.

STATE OF FLORIDA
COUNTY OF Escambia

The foregoing instrument was acknowledged before me this 9 day of December, 2002, by JANET HOLLEY.

LISA ANN SCRUGGS
Notary Public, State of Florida
My comm. expires Dec. 19, 2005
DD 079859


Notary Public, State of Florida

Personally Known ☒ OR Produced Identification _____
Type of Identification Produced _____

STATE OF FLORIDA
COUNTY OF Escambia

The foregoing instrument was acknowledged before me this 10th day of December, 2002, by THOMAS F. CONDON..



Tammy D Alford
My Commission DD100915
Expires May 03, 2006


Notary Public, State of Florida

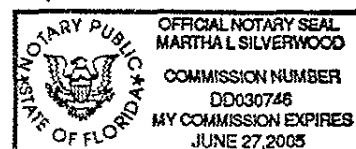
Personally Known ☒ OR Produced Identification _____
Type of Identification Produced _____

STATE OF FLORIDA
COUNTY OF Escambia

The foregoing instrument was acknowledged before me this 19th day of January, 2003, by A. G. CONDON, JR..


Notary Public, State of Florida

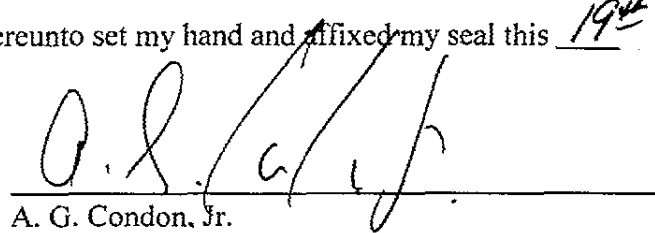
Personally Known ☒ OR Produced Identification _____
Type of Identification Produced _____



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, A. G. CONDON, JR., hereby accept the appointment as Registered Agent for THE MATT BELL COURAGE SCHOLARSHIP, INCORPORATED, as set forth in its Articles of Incorporation being filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 19th day of February, 2002.³


A. G. Condon, Jr.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA