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TALLAHASSEE FLORIDA



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June 5, 2003

SECRETARY OF STATE
Division of Corporations
The Capital
Tallahassee, Florida 32301

Re: THE ALL AMERICAN SCHOLARSHIP TOUR FOUNDATION, INC.

Dear Sir or Madam:

I have enclosed for filing an Articles of Incorporation for the above-referenced corporation. After filing this document, please return to my office a certified copy of the Articles of Incorporation. I have also enclosed my check in the amount of \$78.75 for applicable fees.

Your attention to this matter is appreciated.

Very truly yours,

Scott Wright

SW/sv
Enclosures

ARTICLES OF INCORPORATION

of

THE ALL AMERICAN SCHOLARSHIP TOUR FOUNDATION
a Florida Not for Profit Corporation

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

Corporate Name

The name of this corporation is The All American Scholarship Tour Foundation, Inc.

ARTICLE II

Corporate Nature

This is a not for profit corporation, organized solely for charitable purposes pursuant to the Florida Not for Profit Corporation Act set forth in Section 617 of the Florida Statutes.

ARTICLE III

Duration

The term of existence of the corporation is perpetual.

ARTICLE IV

General and Specific Purposes

The specific and primary purposes for which this corporation is formed are:

(a) To fund and award educational scholarships and to perform any and all things reasonably necessary thereto, including fund raising events and activities.

ARTICLE V

Management of Corporate Affairs

Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors consisting of no less than two (2) members. The initial number of Directors of the corporation shall be two (2). The method of electing directors shall be as stated in the Bylaws.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of the members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at such place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law

which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ronald DeLoach	559 Palmetto Drive Melbourne, Florida 32935
Kristina DeLoach	559 Palmetto Drive Melbourne, Florida 32935

ARTICLE VI

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 IV hereof.

(b) Notwithstanding any other provision 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 1954 (or 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 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(c) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII

Distribution of Assets

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of 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, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future 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.

ARTICLE VIII

Principal Office

The address of the principal office and the mailing address of the corporation is 559 Palmetto Drive, Melbourne, Florida 32935.

ARTICLE IX

Incorporators

The names and addresses of the incorporators of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Ronald DeLoach	559 Palmetto Drive Melbourne, Florida 32935
Kristina DeLoach	559 Palmetto Drive Melbourne, Florida 32935

ARTICLE X

Registered Agent and Office


The address of the corporation's registered office shall be 559 Palmetto Drive, Melbourne, Florida 32935, and the name of its registered agent at said address shall be Ronald DeLoach.

ARTICLE XI

Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote.

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this not for profit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 5 day of ^{June}~~May~~, 2003.


RONALD DELOACH


KRISTINA DELOACH

STATE OF FLORIDA

COUNTY OF BREVARD

I hereby certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared RONALD DELOACH, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: _____ and that an oath was taken.

Witness my hand and official seal in County and State last aforesaid this 5 day of June, 2003.




Notary Public
State of Florida

Shannon Vassallo
Printed Name of Notary

STATE OF FLORIDA

COUNTY OF BREVARD

I hereby certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared KRISTINA DELOACH, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person:

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_____ and that an oath was taken.

Witness my hand and official seal in County and State last
aforesaid this 5 day of June, 2003.

03 JUN 12 AM 10:26
SECRETARY OF STATE
TALLAHASSEE FLORIDA



My Commission Expires:

Shannon Vassallo
Notary Public
State of Florida
Shannon Vassallo
Printed Name of Notary

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been designated as Registered Agent of The All American Scholarship Tour Foundation, Inc., with the registered office at 559 Palmetto Drive, Melbourne, Florida 32935 hereby consents to and accepts said designation.

Ronald DeLoach
RONALD DELOACH

STATE OF FLORIDA
COUNTY OF BREVARD

I hereby certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared RONALD DELOACH, known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person:
_____ and that an oath was taken.

Witness my hand and official seal in County and State last
aforesaid this 5 day of June, 2003.

My Commission Expires:

Shannon Vassallo
Notary Public
State of Florida
Shannon Vassallo
Printed Name of Notary

