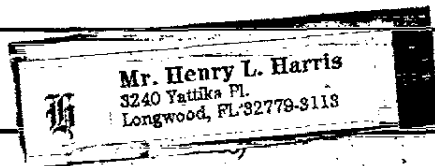


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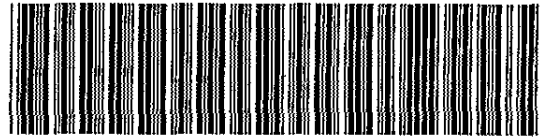
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ARTICLES OF INCORPORATION

OF

The Silas Harris Scholarship Foundation, INC

A NON-PROFIT CORPORATION

The undersigned incorporator (s), in order to form a nonprofit corporation under the laws of the state of Florida, adopt the following articles of Incorporation:

ARTICLE ONE

The name of this corporation is The Silas Harris Scholarship Foundation, INC. The street address of the initial principle office of the corporation is 3240 Yattika Place, Longwood, Florida 32779, (hereinafter the "Foundation").

ARTICLE TWO

The name and address of the registered agent of this corporation is:

Henry L. Harris

3240 Yattika Place

Longwood, Florida 32779

ARTICLE THREE

The specific purposes for which this corporation is organized are:

- (a) To designate The Silas Harris House located at 1424 West State Street, Jacksonville, Florida 32211 to be used by Edward Waters College for student housing facilities in generating scholarship funds.

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- (b) To designate The Silas Harris House located at 1424 West State Street, Jacksonville, Florida 32211 to be used as general rental property to generate scholarship funds, when not used by Edward Waters College for student housing facilities.
- (c) To provide scholarships (tuition and fees) to students in need of financial assistance, through merit or needs, who are worthy of such assistance.
- (d) To solicit gifts and bequests and to administer funds received in connection with the purpose of the Foundation.

This corporation is organized exclusively for one or more of the purposes as specified in the Section 501 (c) (3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. This corporation shall not take any of the following actions:

- (a) Engage in any act of self-dealing;
- (b) Retain any excess business holdings;
- (c) Make any investments that will subject the Corporation to taxation;
- (d) Make any taxable expenditures as defined under the Internal Revenue Code.

ARTICLE FOUR

The number of initial directors of this corporation is five (5). The method of electing said directors and executive committee shall be as provided in the Bylaws. The Executive Committee shall have the authority to adopt, alter, amend and repeal Bylaws of the Corporation. Directors will not be personally liable for decisions made on behalf of the foundation in accordance with the Articles and the Bylaws of the Foundation. Their names and addresses are as follows:

Henry L. Harris, 3240 Yattika Place, Longwood, FL 32779.

James C. Harris, 1900 Beaverdam Road, Spring Grove, Virginia 32881

Charlie Harris, Jr., 6607 Old Highway 441 S., Mount Dora, FL 32757.

Nathaniel Harris, Post Office Box 295, Palatka, Florida 32178

Irene Hasty, 32 Dongalla Court, Jacksonville, FL 32211

ARTICLE FIVE

The names (s) and address (es) of the incorporator (s) of this corporation is (are):

Henry L. Harris

3240 Yattika Place

Longwood, Florida 32779

Charlie Harris, Jr.

6607 Old Highway 441 S.

Mount Dora, FL 32757

ARTICLE SIX

The period of duration of this corporation is perpetual, unless sooner dissolved by law.

ARTICLE SEVEN

The classes, rights, privileges, qualifications, and obligations of members of this corporation are as follows:

This corporation shall have one voting member, The Silas Harris Scholarship Foundation, INC., a "Florida non-profit Corporation, represented by the Resident Agency. In addition the Foundation shall have non-voting members made up of those individuals and organizations making contributions to the Foundation.

Non-voting members will be members only for one (1) year following the date of a contribution to the Foundation. Non-voting members shall receive no benefits from the Foundation, nor shall not exercise any control over the assets, business or affairs of the Foundation, and shall not have any right of claim to any monies or property of the Foundation. Additional provisions specifying the rights and obligations of members shall be contained in the Bylaws of this corporation pursuant to, and in accordance with, the laws of this state.

ARTICLE EIGHT

Any additional provisions for the operation of the corporation are as follows:

Upon the dissolution of this corporation, its assets remaining after payment, of provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposed within the meaning of Section 501 (c) (3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501 (h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

No part of the net earnings of this corporation shall insure to the benefit of, or be distributable to; its members, directors, officers or other private persons, except that this 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 these Articles.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code or (2) by a corporation contributions to which are deducted under Section 170 (c) (2) of Internal Revenue Code.

The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

Dated: November 1, 2003

Henry L. Harris
Henry L. Harris, Incorporator

My signature above is my official acknowledgement of my acceptance to serve in the capacity of Incorporator of **The Silas Harris Scholarship Foundation, INC.**

Charlie Harris, Jr.
Charlie Harris, Jr., Incorporator

My signature above is my official acknowledgement of my acceptance to serve in the capacity of Incorporator of **The Silas Harris Scholarship Foundation, INC.**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I 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.

Henry L. Harris
Henry L. Harris, /Registered Agent

Date

11/01/2003

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