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TRANSMITTAL LETTER

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

SUBJECT: St. Petersburg Scholarship Foundation, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: D.J. Steere
Name (Printed or typed)
8833 Coventry Court
Address
Jacksonville, Florida 32257
City, State & Zip
904-733-9150
Daytime Telephone number

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TALLAHASSEE, FLORIDA

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NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
St. Petersburg Scholarship Foundation, INC.

We, the undersigned natural persons, each over the age of twenty-one (21) years and being a citizen of the State of Florida, acting as Incorporators of a corporation under the Florida Non-Profit Corporation Act (Chapter 617, Florida Statutes), do hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE ONE - NAME & Principal Place of Business

The name of the corporation is St. Petersburg Scholarship Foundation, INC.
Principal Office/Mailing address: 8833 Coventry Court, Jacksonville, FL 32257

ARTICLE TWO - DURATION

The period of its duration shall be perpetual.

ARTICLE THREE - PURPOSES

This corporation is organized exclusively for charitable, educational purposes, 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Upon the 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 operating exclusively for charitable, educational, religious or scientific purposes as shall at that 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 an appropriate court exercising 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 said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE FOUR - RESTRICTIONS

(A) All of the property, assets, income, principal and contributions of the corporation are irrevocably dedicated to the charitable purposes stated above, and no part of the net earnings, properties or assets of this corporation shall at any time inure to the benefit of any private person or individual or any Director of this corporation and upon dissolution or liquidation of all properties and

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assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to such fund, foundation or corporation organized and operated purely for charitable purposes as the Board of Directors shall determine and as shall at that time qualify as a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code, or as the same may be amended.

(B) No substantial part of the activities of the corporation shall consist in attempting to influence legislation by propaganda or otherwise, or directly or indirectly participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

(C) The corporation shall not engage in any of the prohibited transactions described in Section 503(c) of the Internal Revenue Code, as now in force and afterwards amended.

(D) The corporation shall not unreasonably accumulate income within the meaning of Section 504 of the Internal Revenue Code, as now in force or afterwards amended.

(E) The corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code, as now in force or afterwards amended.

(F) No part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual within the meaning of Section 501(c)(3) of the Internal Revenue Code, as now in fore or afterwards amended.

(G) No compensation shall be paid to any member, officer, director, creator or organizer of the corporation or substantial contributor to the corporation for such services except that a reasonable allowance for services actually rendered to or for the corporation may be paid.

(H) The corporation shall not be operated for the benefit of private interests such as contributors to the corporation or persons who are controlled directly or indirectly by such private interests.

ARTICLE FIVE - MEMBERSHIP

The corporation shall have no members, but will be controlled, managed and directed by its Board of Directors.

ARTICLE SIX - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office is 8833 Coventry Court,
Jacksonville, Florida 32257 and the name of the Registered Agent at the same address
is D.J. Steere.

ARTICLE SEVEN - DIRECTORS

The number of Directors of the corporation shall not be less than three (3) or more than nine (9). Until changed in accordance with the Bylaws of the corporation within the limits above stated, the number of Directors shall be three. At the first meeting of the Directors, Bylaws of the corporation shall be adopted setting forth the tenure of the members of the Board of Directors, the manner of electing new members of the Board of Directors, and providing for staggered terms. Thereafter, Directors whose terms are expiring will be elected as provided for in the Bylaws.

The names and addresses of the persons who are to serve as Directors until the first meeting of the Board of Directors or until their successors are elected and qualified are:

| <u>NAME</u> | <u>ADDRESS</u> |
|------------------------|---|
| <u>D.J. Steere</u> | <u>8833 Coventry Court</u> <u>Jacksonville, FL 32257</u> |
| <u>Marianne Steere</u> | <u>8833 Coventry Court</u> <u>Jacksonville, FL 32257</u> |
| <u>John Braendle</u> | <u>513 Albert Court</u> <u>St. Augustine, FL 32092</u> |

ARTICLE EIGHT - INCORPORATOR

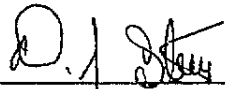
The name and address of the Incorporator

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------|---|
| <u>D.J. Steere</u> | <u>8833 Coventry Court</u> <u>Jacksonville, FL 32257</u> |
| <u> </u> | <u> </u> |
| <u> </u> | <u> </u> |
| <u> </u> | <u> </u> |

ACCEPTANCE BY REGISTERED AGENT

STATE OF FLORIDA
COUNTY OF Duval

BEFORE ME, the undersigned authority, personally appeared D.J. Steere, known to me to be the person who accepted designation as Registered Agent on behalf of St. Petersburg Scholarship Foundation INC. and he/she acknowledged before me that he/she executed this Acceptance of Designation as Registered Agent freely and voluntarily.

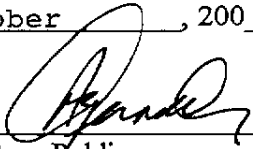


Initial Registered Agent

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 21st day of October, 2004.



Aruna S Gandhi
My Commission DD332848
Expires July 13, 2008



Notary Public

(SEAL)

Printed name of Notary
My Commission Expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, we have hereunto set out hands this 21st day of October, 2004

D.J. Steere

D.J. Steere

STATE OF FLORIDA
COUNTY OF Duval

BEFORE ME, the undersigned authority, personally appeared before me D.J. Steere, N/A and N/A, who, being by me first duly sworn, severally declared under oath that is the person who signed the foregoing documents as an Incorporator, and that the statements therein contained are true.

WITNESS MY HAND AND SEAL OF OFFICE this 21st day of October, 2004.



Aruna S Gandhi
My Commission DD332848
Expires July 13, 2008

Aruna S Gandhi

Notary Public

Printed name of Notary Public
My Commission Expires:

(SEAL)