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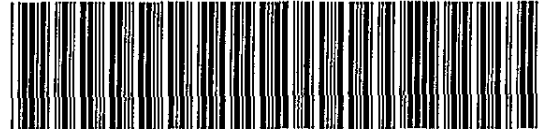
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Terence M. Brown, P.A.
John Lyon Broling

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

BROWN
&
BROLING
Attorneys at Law

March 7, 2005

486 N. Temple Avenue
P.O. Box 40
Starke, Florida 32091
Telephone: (904) 964-8272
brownandbroling@amnetline.com

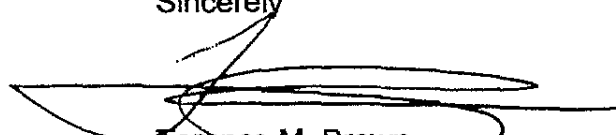
RE: ROBINSON JENKINS ELLERSON FOUNDERS SCHOLARSHIP
FOUNDATION, INC.

Dear Sir or Madam:

Please find enclosed the original Articles of Incorporation together with our firm's check (#16010) in the amount of \$78.75 each as payment for the filing fee and one (1) certified copy for the Robinson Jenkins Ellerson Founders Scholarship Foundation, Inc.

Thank you for your assistance with this matter.

Sincerely



Terence M. Brown

TMB/jmj
Enc.

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ARTICLES OF INCORPORATION
OF

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**ROBINSON JENKINS ELLERSON
FOUNDERS SCHOLARSHIP FOUNDATION, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A NOT FOR PROFIT FLORIDA CORPORATION

The undersigned incorporator to these Articles of Incorporation hereby forms a not for profit corporation under the laws of the State of Florida, as follows:

ARTICLE I - NAME

The name of the corporation shall be the Robinson Jenkins Ellerson Founders Scholarship Foundation, Inc.

ARTICLE II - PURPOSE

The purposes for which the corporation is organized are as follows:

- a) To provide college scholarships to *deserving students who are decedents* of persons who attended R.J.E. High School in Starke. Florida;
- b) To receive, maintain, and accept as assets of the corporation, any property, whether real, personal, or mixed, by way of gift, bequest, devise, or purchase from any person, firm, trust, or corporation, to be held, administered, and disposed of exclusively for educational, and scientific purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, as amended, and in accordance with and pursuant to the provisions of these Articles of Incorporation; but no gift, bequest, devise or purchase of any such property shall be received or made and accepted if

it is conditional or limited in such manner as shall require the disposition of income or principal to any organization other than a "charitable organization" or for any purposes other than "charitable purposes" which would jeopardize the status of the corporation as an entity exempt from federal income tax pursuant to the relevant provisions of the Internal Revenue Code, as amended; and,

- c) To exclusively promote and carry on any other charitable or educational purposes and activities for which corporations may be organized and operated under the relevant provisions of the Internal Revenue Code, as amended, and under the Florida Corporation Not for Profit Act.

ARTICLE III – TERM OF EXISTENCE

The date when corporate existence shall commence shall be the date of filing of these Articles of Incorporation by the Office of the Secretary of State of the State of Florida and the corporation shall have perpetual existence thereafter.

ARTICLE IV – NOT FOR PROFIT NATURE

This corporation is organized as a non profit corporation under Section 617.01 of the Florida Corporations Not for Profit Act and as a tax exempt organization under Section 501 (c) (3) of the Internal Revenue Code, as amended.

Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other 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 or other corresponding provision of any further United States Internal Revenue Law.

ARTICLE V – DISSOLUTION

In the event of dissolution, the assets of the corporation will be disposed of as provided in the bylaws.

ARTICLE VI – INCORPORATION

The name and street address of the incorporator signing these Articles of Incorporation is CAROLYN B. SPOONER, 1116 EAST CALVARY STREET, STARKE, FLORIDA 32091.

ARTICLE VII INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE

The initial registered agent of the corporation is Terence M. Brown. The street address of the registered agent is 486 N. Temple Ave., Starke, Bradford County, Florida 32091. The street address and mailing address of the corporation's principal office is 1116 East Calvary Street, Starke, Florida 32091.

ARTICLE VIII – BOARD OF DIRECTORS

The corporation shall have five directors initially. The number of directors may be increased or decreased from time to time by bylaws of the corporation, provided that the corporation shall always have at least three directors. The name and street address of the initial directors of this corporation, who shall serve until their successors are duly elected or appointed pursuant to the corporation's bylaws and qualified, are:

	<u>Name</u>	<u>Address</u>
1.	MAE FRANCIS JENKINS	902 Oak Street, Starke, Florida 32091
2.	CAROLYN B. SPOONER	1116 E. Calvary St., Starke, Florida 32091
3.	BERLIN ELLERSON	3230 N.W. 18 th St., Ft. Lauderdale, FL. 33311
4.	CLARENCE DESUE	5808 N.W. 177 th St., Starke, Florida 32091
5.	GWEN ROBINSON	6655 Dell Tower Ct., #4, Jacksonville, FL. 32217

The Board of Directors shall not permit compensation of directors of their services as such.

ARTICLE IX – BYLAWS

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors.

ARTICLE X – AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this ____ day of March 2005.

INCORPORATOR


CAROLYN B. SPOONER

STATE OF FLORIDA)

COUNTY OF BRADFORD)

The foregoing instrument was executed and acknowledged before me this 15th day of March 2005, by **CAROLYN B. SPOONER**, who is well known to me, or who has produced ID # n/a as the identification and who did take an oath.

(SEAL)


Notary Public State of Florida
My commission expires:



DESIGNATION OF AND ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Registered Agent:

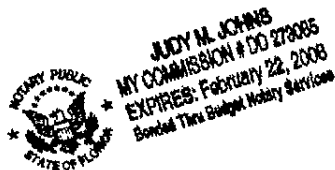

TERENCE M. BROWN

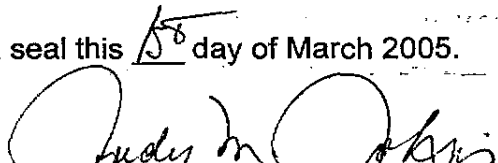
**STATE OF FLORIDA)
COUNTY OF BRADFORD)**

BEFORE ME, the undersigned authority, this day personally appeared **TERENCE M. BROWN**, who, after being duly sworn, deposed and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 15th day of March 2005.

(SEAL)




Notary Public – State of Florida
My Commission expires:

CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

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