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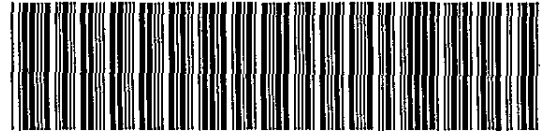
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BROWN  
&  
BROLING  
*Attorneys at Law*

March 7, 2005

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

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

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

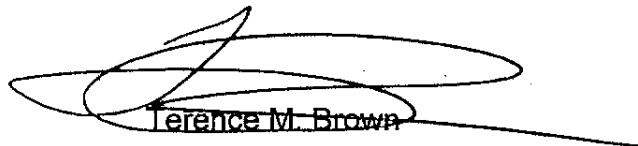
RE: SHIRLEY ANN BROWN LIVINGSTONE SCHOLARSHIP  
FOUNDATION, INC.

Dear Sir or Madam:

Please find enclosed the original Articles of Incorporation together with our firm's check (#16012) in the amount of \$78.75 each as payment for the filing fee and one (1) certified copy for the Shirley Ann Brown Livingstone Scholarship Foundation, Inc.

Thank you for your assistance with this matter.

Sincerely



Terence M. Brown

TMB/jmj  
Enc.

ARTICLES OF INCORPORATION  
OF

**SHIRLEY ANN BROWN LIVINGSTONE  
SCHOLARSHIP FOUNDATION, INC.**

**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 Shirley Ann Brown Livingstone 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 pursuing a career in the fields of nursing, medicine, and medical research;
- b) To provide financial assistance to students engaged in cancer research;
- c) 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

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TALLAHASSEE, FLORIDA

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,

- d) 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.

#### **ARTIVLE 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 four 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:

	<b><u>Name</u></b>	<b><u>Address</u></b>
1.	OLIVIA SCOTT	2530 Lake Street, Lawtey, Florida 32058
2.	CAROLYN B. SPOONER	1116 E. Calvary St., Starke, Florida 32091
3.	LINDA L. BROWN	8128 S.W. 155 <sup>th</sup> Trail, Starke, Florida 32091
4.	MARTHA EPPS	133 Martin Street, Starke, Florida 32091

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

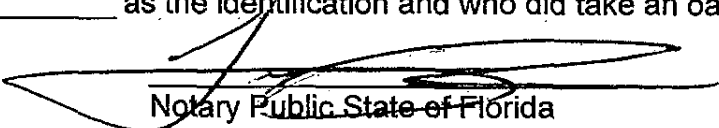
  
CAROLYN B. SPOONER

STATE OF FLORIDA     )

COUNTY OF BRADFORD)

The foregoing instrument was executed and acknowledged before me this 15<sup>th</sup> day of March 2005, by **CAROLYN B. SPOONER**, who is well known to me, or who has produced ID # 212 as the identification and who did take an oath.

(SEAL)

  
Notary Public, State of Florida  
My commission expires:



Terence M. Brown  
MY COMMISSION # DD136321 EXPIRES  
August 29, 2006  
BONDED THRU TROY FAIN INSURANCE, INC.

**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:**

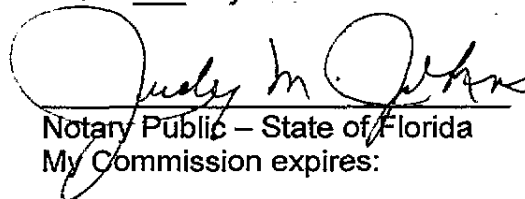
  
**TERENCE M. BROWN**

**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 15<sup>th</sup> day of March 2005.

**(SEAL)**

  
Notary Public – State of Florida  
My Commission expires:



**JUDY M. JOHNS**  
MY COMMISSION # DD 273085  
EXPIRES: February 22, 2008  
Bonded Thru Budget Notary Services

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JUDY M. JOHNS  
NOTARY PUBLIC  
STATE OF FLORIDA