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05 JUN -6 AM 8:19

005-28004

MRS 6/13

BARBARA ANN SAFRON

2323 Sandy Pine Drive
Punta Gorda, Florida 33982

Phone: 941-575-1234

Fax: 941-575-2399

June 3, 2005

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

Re: **BARBARA ANN SAFRON SCHOLARSHIP FUND, INC.**
A Florida Non-Profit Corporation

Dear Sirs:

Please find enclosed an original and one copy of Articles of Incorporation for the above-referenced corporation.

Also enclosed is my check in the amount of \$70.00, representing the following:

\$35.00 Filing fee for incorporation
\$35.00 Resident agent fee.

I do not wish to receive a certified copy of the Articles, only proof of filing and document number. A self addressed, stamped envelope is enclosed. Please return the proof of filing to me at the following address:

Barbara Ann Safron
c/o 22130 Malone Avenue
Port Charlotte, Florida 33952

Thank you very much for your cooperation in this matter.

Sincerely,


BARBARA ANN SAFRON

enclosures



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

June 7, 2005

BARBARA ANN SAFRON
2323 SANDY PINE DRIVE
PUNTA GORDA, FL 33982

SUBJECT: BARBARA ANN SAFRON SCHOLARSHIP FUND, INC.
Ref. Number: W05000028004

We have received your document for BARBARA ANN SAFRON SCHOLARSHIP FUND, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6879.

Ruby Dunlap
Regulatory Specialist
New Filings Section

Letter Number: 805A00039844

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 JUN -6 AM 8:19

**ARTICLES OF INCORPORATION
OF
BARBARA ANN SAFRON SCHOLARSHIP FUND, INC.
A Florida Non-Profit Corporation**

THIS IS TO CERTIFY that I, **BARBARA ANN SAFRON**, the undersigned, as Incorporator, for the purpose of forming a Corporation Not for Profit under the provisions of Chapter 617, Florida Statutes (1997), do hereby make, subscribe and acknowledge and file these Articles of Incorporation, and I do certify that:

1. The name of the Corporation is **BARBARA ANN SAFRON SCHOLARSHIP FUND, INC.**

2. The purposes for which the **BARBARA ANN SAFRON SCHOLARSHIP FUND, INC.** is being incorporated is to promote skills in instrumental music in bands; are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue law.

Notwithstanding any other provision of these Articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax January 4, 1980, under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

In the event of dissolution, the residual assets of the organization will be turned over to one or more other organizations, all of which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal

Revenue Code, or to the Federal, state, or local government for exclusive public purposes.

However, the actions of this corporation shall be limited as follows:

a. Any income that may be received by this corporation shall be distributed in a manner as not to subject this corporation to the fifteen (15%) percent excise tax for undistributed income under Section 4942 of the United States Internal Revenue Code.

b. Self-dealing, as that term is defined by Section 4941(d) of the United States Internal Revenue Code, shall be prohibited.

c. This corporation shall be prohibited from retaining excess business holdings, as that term is defined in Section 4943© of the United States Internal Revenue Code.

d. This corporation shall be prohibited from making investments prohibited by Section 4943© United States Internal Revenue Code.

e. This corporation shall be prohibited from making taxable expenditures as that term is defined by Section 4945(d) United States Internal Revenue Code.

3. The duration of this corporation shall be for perpetual existence.

4. The membership of this corporation shall be the subscribers and officers named herein, and all other persons admitted to membership by the Directors; and, the qualifications for members and the manner of their admission shall be regulated by the By-Laws of this corporation.

5. The name and address of the original Incorporator of this corporation is:

BARBARA ANN SAFRON

2323 Sandy Pine Drive
Punta Gorda, FL 33982

6. The affairs of the corporation shall be managed by a Board of Directors of not less than three (3) members. The names and addresses of the persons who are to serve as the initial Directors of this corporation are:

BARBARA ANN SAFRON
2323 Sandy Pine Drive
Punta Gorda, Florida 33982

ELWOOD P. SAFRON
2323 Sandy Pine Drive
Punta Gorda, Florida 33982

GAIL MANLEY
22130 Malone Avenue
Port Charlotte, Florida 33952

7. The corporation shall have the following corporate officers: a President, a Secretary and a Treasurer. Said corporate officers shall be elected by the Board of Directors on an annual basis.

8. The Board of Directors shall be elected on an annual basis. The initial Board of Directors shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified.

9. The Articles of Incorporation of this corporation shall be amended by Resolution passed by a majority of the Board of Directors.


10. The By-Law of this corporation are to be made, altered or rescinded by the Board of Directors.

11. The initial business office of the corporation is to be located at 2323 Sandy Pine Drive, Punta Gorda, Florida 33982, and the name of its initial Registered Agent is **BARBARA ANN SAFRON**, whose mailing address is 2323 Sandy Pine Drive, Punta Gorda, Florida 33982.

The acceptance by the Resident Registered Agent is attached hereto as Exhibit "A".

12. This corporation shall possess all powers now or hereafter conferred upon corporations not for profit by the statutes of the State of Florida.

IN WITNESS WHEREOF, I the undersigned subscribing incorporator, have hereunto set my hand and seal this 31st day of May, 2005, for the purposes of forming this Corporation Not for Profit under the laws of the State of Florida.


BARBARA ANN SAFRON
Incorporator

STATE OF FLORIDA
COUNTY OF CHARLOTTE

BEFORE ME, the undersigned authority, duly authorized in the State and County aforesaid to take acknowledgments personally appeared BARBARA ANN SAFRON, to me well known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State above-named this 31st day of May, 2005.

My commission expires:


GAIL MANLEY
Notary Public - State of Florida

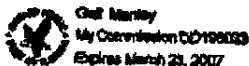


EXHIBIT "A"

That **BARBARA ANN SAFRON SCHOLARSHIP FUND, INC., a Florida Non-Profit Corporation**, desiging to organize under the laws of the State of Florida, with its principal and registered office, as indicated in the Articles of Incorporation located at 2323 Sandy Pine Drive, Punta Gorda, Florida 33982, has named **BARBARA ANN SAFRON** located at 2323 Sandy Pine Drive, Punta Gorda, Florida 33982, and whose mailing address is the same, as its agent to accept service of process within this state.

Having been named to accept service of process for **BARBARA ANN SAFRON SCHOLARSHIP FUND, INC., a Florida Non-Profit Corporation**, the above-named corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Dated May 31, 2005


BARBARA ANN SAFRON
Registered Agent

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SECRETARY
JUL 9 AM 8:19
TALLAHASSEE
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