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FLORIDA NON-PROFIT CORPORATION

PALM BEACH COUNTRY CLUB SCHOLARSHIP FUND, INC.

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**ARTICLES OF INCORPORATION
OF
PALM BEACH COUNTRY CLUB SCHOLARSHIP FUND, INC.
A Florida Corporation Not for Profit**

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I, the undersigned, desiring to form a charitable corporation under and by virtue of the provisions of Chapter 617 of the Florida Statutes, hereby make, subscribe, and file these Articles for that purpose, as follows:

ARTICLE I

NAME

The name of the corporation shall be Palm Beach Country Club Scholarship Fund, Inc.

ARTICLE II

PURPOSES

The corporation is organized as a not-for-profit corporation, and shall be operated exclusively for charitable, educational and scientific purposes as described in Florida Statutes Section 617.0301, and as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The principal purpose for which the corporation is formed is to receive and administer funds for the purpose of granting scholarships to persons employed by the Town of Palm Beach and employees' families for the costs of higher education. The corporation may make distributions to other organizations that qualify as tax-exempt organizations under Section 501(c)(3) of the Code.

H05000220774 3

ARTICLE III

POWERS

Section 3.01. The corporation has all powers prescribed by law and all powers necessary and incidental to the fulfillment of its purposes, including but not limited to, the power to acquire by gift, devise, bequest, purchase, lease or otherwise, and to hold, own, occupy, use, manage, improve, develop, maintain, lease, sell, mortgage, transfer, invest in or reinvest in, or otherwise deal with any real or personal property (tangible or intangible) of whatever kind and description and wherever situated, or with any estate or interest, legal or equitable, in the property, to borrow money and to make, accept, endorse, execute and issue promissory notes and other obligations in payment for property acquired or money borrowed; and to do all such other acts as are necessary or convenient to carry out the purposes set forth in these Articles.

Section 3.02. Final control and responsibility for the receipt, management and distribution of all funds by the corporation shall rest with the Board of Directors.

ARTICLE IV

LIMITATIONS

Section 4.01. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

Section 4.02. No substantial part of the activities of the corporation shall be attempting to influence legislation by propaganda or otherwise, except that the corporation may make the election provided for in Section 501(h) of the Code with

H05000220774 3

respect to influencing legislation, and, only if it so elects, may make lobbying or grassroots expenditures that do not normally exceed the ceiling amounts prescribed by Sections 501(h)(2)(B) and (D) of the Code.

Section 4.03. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on:

(a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or

(b) by a corporation, contributions to which are deductible under Section 170 of the Code; or

(c) by a corporation formed pursuant to Chapter 617, Florida Statutes.

Section 4.04. Upon the dissolution or winding up of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational and scientific purposes as shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the Circuit Court of Palm Beach County, Florida, exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes.

Section 4.05. In the event that the corporation shall be a "private foundation" within the meaning of Section 509 of the Code, the corporation's income for each

taxable year shall be distributed at such time and in such manner as not to subject it to tax under Section 4942 of the Code (unless the corporation is a "private operating foundation", in which case, Section 4942 of the Code is inapplicable), and the corporation shall be prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holdings as defined in Section 4943(c) of the Code, from making any investments in such manner as to subject the corporation to tax under Section 4944 of the Code, and from making any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE V

TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI

MEMBERS

The corporation shall have no members.

ARTICLE VII

BOARD OF DIRECTORS

The number of Directors of the corporation shall not be less than three (3) nor more than nine (9). The names and addresses of the persons who are to be the initial Directors of the corporation until their successors are nominated and appointed as provided in the Bylaws are:

Jack McDonald, Mayor
Town of Palm Beach
Post Office Box 2029
Palm Beach, Florida 33480

William J. Brooks
President of the Town Council
Town of Palm Beach
Post Office Box 2029
Palm Beach, Florida 33480

Lesly S. Smith
300 Chapel Road
Palm Beach, Florida 33480

Michael Stein
President of Palm Beach Country Club
760 North Ocean Boulevard
Palm Beach, Florida 33480

Ira Eichner
Treasurer of Palm Beach Country Club
760 North Ocean Boulevard
Palm Beach, Florida 33480

David Mack
President of Palm Beach Country Club Foundation, Inc.
760 North Ocean Boulevard
Palm Beach, Florida 33480

ARTICLE VIII

OFFICERS AND TIMES OF THEIR ELECTION

The Board of Directors shall choose annually, to manage the affairs of the corporation, subject to the control of the Board of Directors, the following Officers: a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other Officers as the Board of Directors may deem advisable or necessary. Each such Officer

shall hold office until the next annual election or until his or her successor is chosen and qualified.

ARTICLE IX

NAME AND ADDRESS OF THE INCORPORATOR

The name and address of the Incorporator is:

BRIAN D. KENNEDY
505 South Flagler Drive, Suite 1100
West Palm Beach, Florida 33401

ARTICLE X

INITIAL REGISTERED OFFICE AND AGENT, PRINCIPAL OFFICE AND MAILING ADDRESS

The initial registered office of the corporation shall be located at 505 South Flagler Drive, Suite 1100, West Palm Beach, Florida 33401, and the name of the initial Registered Agent of the corporation at said address shall be Jones Foster Service, LLC, John C. Randolph, Manager. The principal office and mailing address of the corporation shall be 760 North County Road, Palm Beach, Florida 33480.

ARTICLE XI

BYLAWS

The first Bylaws shall be made by the Directors. All alterations or revisions of the Bylaws shall be made by the Directors at any regular or special meeting duly called and held for that purpose in accordance with the Bylaws.

ARTICLE XII

AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended from time to time by resolution of the Directors at any regular meeting or at any special meeting duly called for that purpose. The resolution shall be certified to be correct by the President and Secretary and filed in the Office of the Secretary of State, State of Florida.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 15th day of September, 2005.


BRIAN D. KENNEDY, Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Palm Beach Country Club Scholarship Fund, Inc., desiring to organize under the laws of the State of Florida as a corporation not for profit, with its Registered Office as indicated in the Articles of Incorporation at 505 South Flagler Drive, West Palm Beach, Florida 33401, has named Jones Foster Service, LLC, John C. Randolph, Manager as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, 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.

JONES FOSTER SERVICE, LLC.



DAVID E. BOWERS, Manager

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