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J. MARSHALL FRY
ATTORNEY AND COUNSELOR AT LAW

905 East Martin Luther King, Jr., Drive
Suite 228
Tarpon Springs, Florida 34689

Telephone: (727) 461-2150
(727) 939-0003
Facsimile: (727) 939-0251

September 14, 2005

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

Re: Articles of Incorporation for Stephen Burchyns Memorial Scholarship Foundation, Inc.

Ladies and Gentlemen:

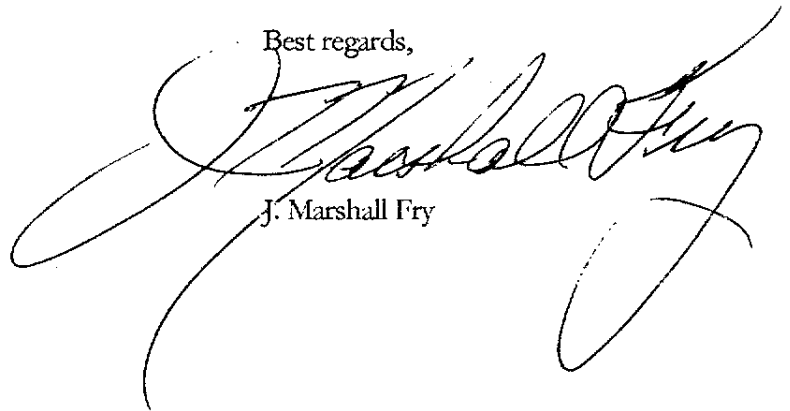
Enclosed are the original and two copies of the Articles of Incorporation for a not for profit entity to be incorporated as Stephen Burchyns Memorial Scholarship Foundation, Inc. Additionally, enclosed is my check in the amount of \$87.50, representing the following:

Filing Fees:	\$35.00
Designation of Registered Agent:	35.00
Certificate of Status:	8.75
Certified Copy of Articles:	<u>8.75</u>
Total -	\$87.50

Please file and docket the Articles, and forward your confirmation, the certificate of status, and certified copy of the Articles, to me at the above address.

If you have any questions, or comments, please contact me. Thank you for your time and cooperation.

Best regards,



J. Marshall Fry

Enclosures

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

STEPHEN BURCHYNS MEMORIAL SCHOLARSHIP FOUNDATION, INC.

The undersigned subscriber to these Articles of Incorporation hereby forms a Corporation not for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be:

STEPHEN BURCHYNS MEMORIAL SCHOLARSHIP FOUNDATION, INC.

ARTICLE II - ADDRESS

The mailing and corporate/principal address of the corporation shall be:

336 Golf View Road, #1106
North Palm Beach, Florida 33408

ARTICLE III - DURATION

This Corporation shall have perpetual existence.

ARTICLE IV - PURPOSE

A. This corporation is a not for profit corporation. The corporation is formed for the specific purpose of raising and distributing funds for the scholarship program currently named after Stephen Burchyns at John Carroll University, University Heights, Ohio, an institution of higher learning qualifying as an organization exempt from Federal taxation under Section 501(c)(3) of the Internal Revenue Code; and for raising and distributing funds to the Diplomatic Security Service Agents Foundation, Dun Loring, Virginia, a not for profit organization qualifying as an organization exempt from Federal taxation under Section 501(c)(3) of the Internal Revenue Code. To this end, and to meet this purpose, the corporation is authorized to engage in all activities which serve charitable, benevolent, eleemosynary, educational, religious, or scientific purposes that are permitted by the laws of the United States and Florida, and which are permitted to be carried on by an organization exempt from Federal taxation under Section 501(c)(3) of the Internal Revenue Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

B. No part of the net earnings of the corporation shall inure to the benefit of any Trustee or Officer of the corporation or to any private individual, except that the corporation shall be authorized and empowered to pay principal and interest at a reasonable rate on funds loaned or advanced by a Trustee or Officer to the Corporation. No substantial part of the activities of the

corporation shall consist of attempting to propose, support, oppose, advocate the adoption or rejection of, or otherwise influence legislation by propaganda or otherwise, and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provisions of these Articles, the Corporation shall not engage in any activities not permitted to be conducted or carried on by an organization exempt from Federal taxation under Section 501(c)(3) of the Internal Revenue Code, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE V - MEMBERSHIP

The Corporation shall not have members.

ARTICLE VI - NAME AND ADDRESS OF INITIAL REGISTERED AGENT

The name and address of its initial Registered Agent is:

<u>NAME</u>	<u>ADDRESS</u>
J. Marshall Fry	905 East M.L. King Dr., Suite 228 Tarpon Springs, Florida 34689

ARTICLE VII – TRUSTEES

A. The Corporation shall have three (3) Trustees initially. The number of Trustees may be increased or decreased from time to time by the By-Laws, but shall never be less than three (3). The appointment and removal of the Board of Trustees shall be as provided in the By-Laws.

B. The names and addresses of the initial Trustees of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Raymond Burchyns	336 Golf View Road, #1106 North Palm Beach, FL 33408
Peter Burchyns	911 Embarcadero Palo Alto, California
Priscilla Burchyns	336 Golf View Road, #1106 North Palm Beach, FL 33408

ARTICLE VIII – INITIAL OFFICERS

The names and addresses of the initial officers of the Corporation are:

<u>NAME</u>	<u>POSITION</u>	<u>ADDRESS</u>
Raymond Burchyns	President	336 Golf View Road, #1106 North Palm Beach, FL 33408
Priscilla Burchyns	Secretary	336 Golf View Road, #1106 North Palm Beach, FL 33408
Peter Burchyns	Treasurer	911 Embarcadero Palo Alto, California

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Raymond Burchyns	336 Golf View Road, #1106 North Pam Beach, FL 33408

ARTICLE X – PROVISIONS FOR REGULATION OF BUSINESS AND CONDUCT OF AFFAIRS OF THE CORPORATION

A. The affairs of the Corporation shall be managed by the Board of Trustees of the Corporation.

B. The Board of Trustees of the Corporation shall have the power to make, alter, amend, or repeal to By-Laws of the Corporation in accordance with the requirements set forth in the By-Laws.

C. Notwithstanding any contrary provisions in these Articles, the Board of Trustees shall not have the power or authority to take or authorize any action which shall deprive the Corporation of its status as an exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue Code.

D. The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in the Articles of Incorporation or in any amendment hereto, in any manner now or hereafter prescribed or permitted by Florida Statute Chapter 617 or any amendment thereto; provided, nevertheless, that such power of amendment shall not authorize any amendment which would have the effect of disqualifying this Corporation as an exempt organization under the provisions of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XI – DISSOLUTION

In the event of dissolution of the Corporation, assets remaining after the payment of all debts of the Corporation shall be transferred by the Board of Trustees to the following entities in equal shares, share and share alike:

- A. John Carroll University, University Heights, Ohio, an institution of higher learning qualifying as an organization exempt from Federal taxation under Section 501(c)(3) of the Internal Revenue Code, or its successor in interest. In the event John Carroll University no longer exists, or it or its successor no longer qualifies as an organization exempt from Federal taxation under Section 501(c)(3) of the Internal Revenue Code, then the Trustees shall distribute this portion of the Corporation's assets to an institution of higher learning of their choice, so long as it qualifies as an organization exempt from Federal taxation under Section 501(c)(3) of the Internal Revenue Code; and,
- B. The Diplomatic Security Service Agents Foundation, Dun Loring, Virginia, a not for profit organization qualifying as an organization exempt from Federal taxation under Section 501(c)(3) of the Internal Revenue Code, or its successor in interest. In the event The Diplomatic Security Service Agents Foundation no longer exists, or it or its successor no longer qualifies as an organization exempt from Federal taxation under Section 501(c)(3) of the Internal Revenue Code, then the Trustees shall distribute this portion of the Corporation's assets to any not for profit corporation, trust, foundation or other organization whose purposes are substantially similar to those of The Diplomatic Security Service Agents Foundation and which, at the time of transfer, is exempt from Federal taxation under Section 501(c)(3) of the Internal Revenue Code.

Any assets not so transferred by the Board of Trustees shall be disposed of by the Circuit Court of the County in which the principal/corporate office/address is located, exclusively for such tax exempt purposes or to such tax-exempt organization as the Court shall determine. No Trustee or Officer of the Corporation shall be entitled to share in the distribution of any of the assets of the Corporation on dissolution of the Corporation.

ARTICLE XII – RESTRICTIONS APPLICABLE IF THE CORPORATION IS OR BECOMES A PRIVATE FOUNDATION

Notwithstanding anything contained in the Articles of Incorporation to the contrary, in the event and if for any reason the Corporation shall fail to qualify as a "public foundation" and is classified as a "private foundation" as that term is defined in Section 509(a) of the Internal Revenue Code, or is classified as a private "operating foundation" as that term is defined in Section 4942(j)(3) of the Internal Revenue Code, then and in such event and in order to comply with Section 508(e) of the Internal Revenue Code, and for so long as the Corporation may be deemed to be a "private foundation" or a private "operating foundation," the powers and activities of the Corporation in accomplishing the foregoing purposes shall be specifically subject to the following

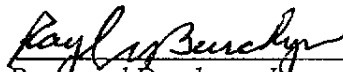
requirements, restrictions, and limitations:

- A. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code;
- B. The Corporation shall not engage in any act of self-dealing as defined by Section 4941(d) of the Internal Revenue Code;
- C. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code;
- D. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code; and,
- E. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE XIII - DATE OF COMMENCEMENT

The date of commencement of corporation existence to commence upon the filing of the Articles herein by the Department of State.

IN WITNESS THEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13th day of September, 2005.


Raymond Burchyns, Incorporator

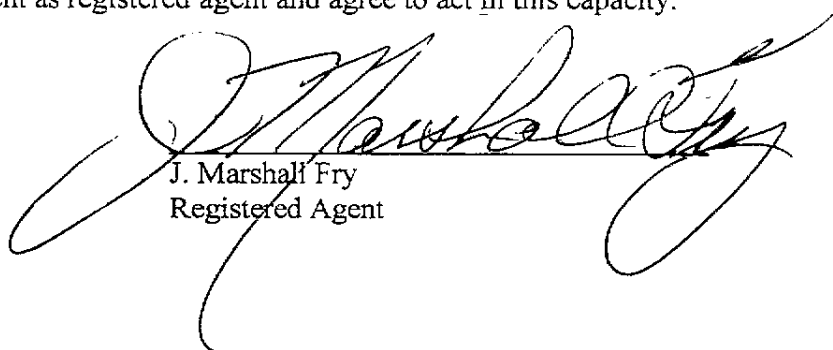
DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

STEPHEN BURCHYNS MEMORIAL SCHOLARSHIP FOUNDATION, INC., a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 336 Golf View Road, #1106, North Palm Beach, Palm Beach County, Florida 33408, has named J. MARSHALL FRY, of 905 East M.L. King Dr., Suite 228, Tarpon Springs, Pinellas County, Florida 34689, as its agent to accept service of process within the State.

ACCEPTANCE:

I agree as Registered Agent to accept Service of Process; to keep the office at the designated address open during prescribed hours; and to post my name (and that of any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law. Having been named as registered agent to accept

service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



J. Marshall Fry
Registered Agent

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