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(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

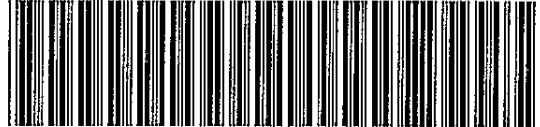
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W. WHITE NOV 22 2005



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Leenette W. McMillan

Attorney-at-Law

Post Office Box 1388
Mayo, Florida 32066

Phone: 386-294-1688
Fax: 386-294-1689

November 16, 2005

Mr. Dale White, Document Specialist
New Filings
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

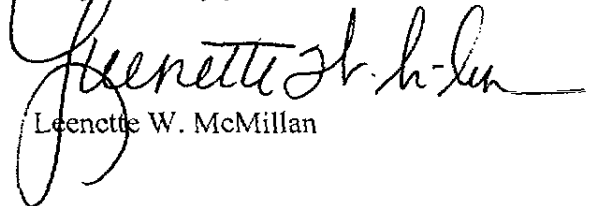
Re: Dixie County Education Fund, Inc.
Ref. No. W05000049959

Dear Mr. White:

Enclosed for filing is an original and copy of the corrected Articles of Incorporation for the above-referenced corporation.

If you have any questions, please feel free to contact my office. Thank you for your courtesy and assistance in this matter.

Very sincerely yours,


Leenette W. McMillan

LWM:mw
Encs.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 4, 2005

NOV 2005

LEENETTE W. MCMILLAN, ESQUIRE
PO BOX 1388
MAYO, FL 32066

RECEIVED

SUBJECT: DIXIE COUNTY EDUCATION FUND, INC.
Ref. Number: W05000049959

We have received your document for DIXIE COUNTY EDUCATION FUND, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

An effective date may be added to the Articles of Incorporation if a 2006 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

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) 245-6933.

Dale White
Document Specialist
NEW FILINGS

Letter Number: 705A00066313

**ARTICLES OF INCORPORATION
OF
DIXIE COUNTY EDUCATION FUND, INC.
(A non-profit corporation)**

FILED
05 NOV 21 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribes to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I: NAME AND ADDRESS

The name of the corporation shall be **DIXIE COUNTY EDUCATION FUND, INC.**, and its principal place of business address shall be 606 N.E. 326 Avenue, Cross City, Florida 32628; and its mailing address shall be Post Office Box 1709, Cross City, Florida 32628.

ARTICLE II: PURPOSE

The purpose for which the corporation is organized is to give earnings, i.e., interest, dividends, or growth, from the money housed and invested as principal. Each year this money will be given to selected scholarship recipients to use for tuition and books.

ARTICLE III: MEMBERSHIP

The membership of this corporation shall be comprised of all persons herein as subscribers, directors and officers to these Articles of Incorporation, and membership in the corporation shall at all times be open to other persons who shall be interested in the furtherance of the purposes of the corporation. The conditions and regulations of membership and the rights and other privileges of the classes of membership shall be determined and fixed by the By-laws of this corporation.

The manner of admission to membership shall be upon invitation and paying dues.

ARTICLE IV: MANNER OF ELECTION

The manner in which the directors and officers are elected or appointed: As stated in the Bylaws.

ARTICLE V: TERM OF EXISTENCE

This corporation shall commence existence upon the date of filing with the Division of Corporations, State of Florida. The corporation shall have perpetual existence.

ARTICLE VI: INITIAL DIRECTORS AND/OR OFFICERS

The names and titles of those persons subscribing as Initial Directors and/or Officers to these Articles of Incorporation are as follows:

E. Gary Holifield -- President/Director
Dennis Wayne Bennett -- Vice President/Director
Mark Rains -- Secretary/Director
Tommy Cooper -- Treasurer/Director
Herbie Raker - Director

All of those named above as subscribers to these Articles of Incorporation are residents of the State of Florida.

ARTICLE VII: AMENDMENTS

These Articles of Incorporation may be altered, changed, or amended by two-thirds vote of the membership of the corporation present at any regular business meeting called for that purpose, provided that proper notice has been given and that such proposed alterations, changes, or amendments have been submitted in writing to the membership for their consideration at a regular meeting prior to their adoption. When approved by a two-thirds vote of the membership present at such meeting, the said changes, alterations or amendments to the Articles of Incorporation must also be forwarded to the Secretary of State and filed and approved by that office before same shall become effective.

ARTICLE VIII: NON-STOCK CORPORATION

The corporation shall be non-stock and no dividends, net earnings, or pecuniary profits shall be declared, distributed to or inured to the benefit of any member, director or officer of this corporation.

ARTICLE IX: REGISTERED AGENT

The name and street address of the initial Registered Agent of this corporation shall be:

E. GARY HOLIFIELD
606 N.E. 326 Avenue
Cross City, FL 32628

ARTICLE X: INCORPORATORS

The names and addresses of the Incorporators are:

E. Gary Holifield, Post Office Box 1467, Cross City, Florida 32628
Dennis Wayne Bennett, Post Office Box 890, Cross City, FL 32628
Mark Rains, Post Office Box 1318, Cross City, FL 32628

Tommy Cooper, Post Office Box 166, Cross City, FL 32628
Herbie Raker, Post Office Box 1300, Cross City, FL 32628

IN WITNESS WHEREOF, we the undersigned subscribers, have hereunto set our hands and seal this 26 day of September, 2005.

Signed, sealed and delivered
in the presence of:

E. Gary Holifield 9/26/05
E. GARY HOLIFIELD Date

Dennis Wayne Bennett 9-26-05
DENNIS WAYNE BENNETT, Date

Mark Rains 9/28/05 -
MARK RAINS Date

Thomas M Cooper 9/26/05
TOMMY COOPER Date

Herbie Raker 9/28/05
HERBIE RAKER Date

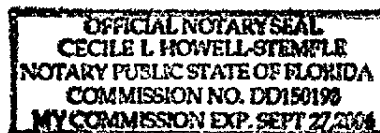
STATE OF FLORIDA
COUNTY OF Dupre

The foregoing instrument was acknowledged before me this 26th day of September, 2005, by E. GARY HOLIFIELD, who is personally known to me or has produced N/A as identification.

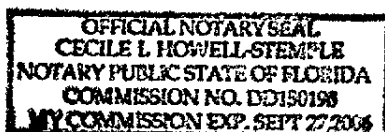
E. Gary Holifield

NOTARY PUBLIC:
Sign Cecile L. Howell-Stemple
State of Florida at Large (Seal)
My Commission Expires:

STATE OF FLORIDA
COUNTY OF Dupre



The foregoing instrument was acknowledged before me this 26th day of September, 2005, by DENNIS WAYNE BENNETT, who is personally known to me or has produced N/A as identification.



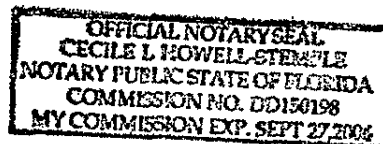
NOTARY PUBLIC:
Sign Cecile L. Howell-Stemple
State of Florida at Large (Seal)
My Commission Expires:

STATE OF FLORIDA
COUNTY OF DIXIE

The foregoing instrument was acknowledged before me this 3rd day of October, 2005, by **MARK RAINS**, who is personally known to me or has produced _____ as identification.

Mark Rains

NOTARY PUBLIC:
Sign Cecile L. Howell-Stemple
State of Florida at Large (Seal)
My Commission Expires:



STATE OF FLORIDA
COUNTY OF Dixie

The foregoing instrument was acknowledged before me this 5th day of Oct, 2005, by **TOMMY COOPER**, who is personally known to me or has produced _____ as identification.

Thomas M Cooper

NOTARY PUBLIC:
Sign Elizabeth Mills
State of Florida at Large (Seal)
My Commission Expires:

ELIZABETH MILLS
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires Oct. 17, 2005
Commission No. DD062208

STATE OF FLORIDA
COUNTY OF DIXIE

The foregoing instrument was acknowledged before me this 11th day of OCTOBER, 2005, by **HERBIE RAKER**, who is personally known to me or has produced _____ as identification.

Herbie Raker

NOTARY PUBLIC:
Sign Elizabeth Mills
State of Florida at Large (Seal)
My Commission Expires

ELIZABETH MILLS
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires Oct. 17, 2005
Commission No. DD062208

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above named corporation, at the place designated in these Articles, I hereby accept to act in this capacity.

Oct. 20 - 2005
Date

E. Gary Holifield
E. GARY HOLIFIELD
606 N.E. 326 Avenue
Cross City, FL 32628