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THE SCHOLARSHIP FUND FOUNDATION, INC.

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March 1, 2006

FLORIDA DEPARTMENT OF STATE

Division of Corporations

THE SCHOLARSHIP FUND FOUNDATION, INC.

284 ALBRIGHT ST. SE

PALM BAY, FL 32909US

RESUBMIT

SUBJECT: THE SCHOLARSHIP FUND FOUNDATION, INC.

REF: N05000011960

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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The Scholarship Fund Foundation, Inc.

EIN: 20-3861907

AMENDED AND RESTATED ARTICLES OF INCORPORATION
Of
The Scholarship Fund Foundation, Inc.
(A Florida Nonprofit Corporation)

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The undersigned, acting as incorporator of a corporation under the Florida non-profit Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the corporation shall be The Scholarship Fund Foundation, Inc.

ARTICLE II

Principal Office

The principal place of business and mailing address of this corporation shall be:

Dr. Selena Atchison
284 Albright St. SE
Palm Bay, FL 32909

ARTICLE III

Duration

The period for which the Corporation is organized shall be perpetual.

ARTICLE IV

Exempt Purpose

The Corporation is organized and shall operate as an exempt charitable and educational organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or similar provision of any future revenue law) (the "Code") without profit to any officer or director and the Corporation.

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The Scholarship Fund Foundation, Inc.

EIN: 20-3861907

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ARTICLE V

Specific Purposes

The Corporation is incorporated under the laws of Florida specifically to assist the residents of Brevard County located in Florida to give education scholarships to residents of Brevard County, Florida.

ARTICLE VI

Membership

The Corporation shall not have any members.

ARTICLE VII

Directors

The number of directors constituting the initial board of directors is three (3). The names and addresses of the persons who are to serve as the initial directors of the Corporation are as follows:

Dr. Selena A. Atchison, President, 284 Albright St. SE Palm Bay, FL 32909

Dr. Ethel S. Newman, VP, 2818 Trails at Hidden Harbor Merritt Island, FL 32952

Larnese Y. Howard, Treasurer, 284 Albright St. SE Palm Bay, FL 32909

ARTICLE VIII

Prohibitions

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes of the Corporation set forth in Articles IV and V hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c)(3) of the Code by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

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The Scholarship Fund Foundation, Inc.

EIN: 20-3861907

ARTICLE IX

Dissolution

Upon the dissolution 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 of the assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Code, as the Board of Directors shall determine. Any of such assets not so disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X

Registered Agent and Office

The name of the Corporation's initial registered agent and the street address of the initial registered office in Florida is Larnese Y. Howard, 284 Albright St. SE, Palm Bay, FL 32909.

ARTICLE XI

Incorporator

The name and address of the Incorporator is Dr. Selena A. Atchison, President, 284 Albright St. SE, Palm Bay, FL 32909.

ARTICLE XII

Fiscal Year

The fiscal year of the Corporation shall be the calendar year.

ARTICLE XIII

Indemnification

Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or

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The Scholarship Fund Foundation, Inc.

EIN: 20-3861907

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investigative by reason of the fact that he or she, or a person of who he or she is the legal representative, is or was a director or officer of the corporation or while a director of the Corporation is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another corporation or of a partnership, joint venture, trust or incorporated or unincorporated enterprise, including service with respect to employee benefit plans or trusts, whether the basis of such proceeding is alleged action or inaction in an official capacity as a director, officer partner, trustee, employee or agent or in any other capacity while serving as a director, officer, partner, trustee, employee or agent shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Florida's Corporation Act as the same exists or may hereafter be amended and pursuant to the Corporation's bylaws as such bylaws may be amended.

Registered Agent: Louisa J. Howard Dated: 2 Feb 06

Incorporator: Selena Othman Dated: 2/2/06

Revised: 15 January 2006
Amended: 2 February 2006

The Scholarship Fund Foundation, Inc.

EIN: 20-3861907

CERTIFICATION

The Restated Articles of Incorporation for The Scholarship Fund Foundation, Inc., contain an Amendment to the original Articles of Incorporation that do not require member approval. The Restated Articles of Incorporation were considered and adopted at an appropriately noticed meeting of the Board of Directors on February 2, 2006.

President:

Selena Peterson

Dated:

2/2/06

Treasurer/Registered Agent:

James J. Howard

Dated:

2 Feb 06