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FLORIDA NON-PROFIT CORPORATION

Miramar Scholarship Fund, Inc.

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ARTICLES OF INCORPORATION
OF
MIRAMAR SCHOLARSHIP FUND, INC.
[A Florida Not For Profit Corporation]

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Article 1. Name

The name of the Corporation is:

MIRAMAR SCHOLARSHIP FUND, INC.

Article 2. Principal Office and Mailing Address

The street address of the initial principal office of the Corporation is at 105 Shell Drive, Bonita Springs, FL 34134.

The initial mailing address of the Corporation is 105 Shell Drive, Bonita Springs, FL 34134.

Article 3. Purposes

The purposes for which the Corporation is organized are as follows:

A. The purposes for which the Corporation is organized are to receive and maintain real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and Regulations issued pursuant to thereto as they now exist or as they may hereafter be amended.

B. Do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors, or officers.

C. The Corporation has not been formed for pecuniary profit or financial gain, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director, Officer, or member of the Corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation, and

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reasonable expenses may be paid thereto, affecting one or more of the Corporation's purposes), and no Director, Officer, or member of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on the dissolution of the Corporation. No substantial part of the activities of the Corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office, at any time.

D. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

E. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

F. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

G. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

H. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

I. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended.

J. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all 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, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such

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purpose or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

Article 4. Directors

A. The method of election of the Directors of the Corporation is set forth in the Bylaws of the Corporation.

B. Except as required by Florida law, Directors and Officers of the Corporation shall not be personally liable to the Corporation or its members for monetary damages because of their breach of duty as directors and officers.

Article 5. Members

The Corporation shall have no members.

Article 6. Initial Registered Agent And Office

The street address of the Corporation's initial registered office is 105 Shell Drive, Bonita Springs, FL 34134. The name of the initial registered agent of the Corporation at that address is Kenneth R. Edelbrock.

Article 7. Incorporator

The name and address of the sole incorporator of the Corporation is as follows:

Kenneth R. Edelbrock	269 Barefoot Beach Boulevard, #404
	Bonita Springs, FL 34134


Article 8. Amendment

The Corporation reserves the right, by the affirmative vote of the Corporation's Board of Directors, to amend or repeal any provision or provisions contained in these Articles of Incorporation or any amendment to them in any manner which does not contravene the purposes of the Corporation as stated herein and which would not adversely affect the Corporation's status as an organization qualifying under Section 501(c)(3) of the Internal Revenue Code of 1986.

(f) Do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors, or officers.

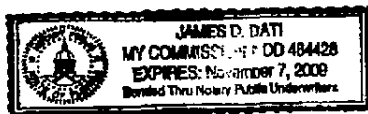
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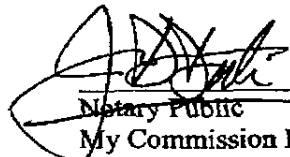
IN WITNESS WHEREOF, the undersigned, being the sole incorporator of the Corporation, has signed these Articles of Incorporation on this 7th day of December, 2005.


Kenneth R. Edelbrock
Sole Incorporator

STATE OF FLORIDA)
)
COUNTY OF LEE) ss.:

The foregoing instrument was acknowledged before me this 7th day of December, 2005 by Kenneth R. Edelbrock, ☒ who is personally known to me (or ☐ who produced _____ as identification) and who acknowledged to and before me that he executed the instrument for the purposes therein expressed.

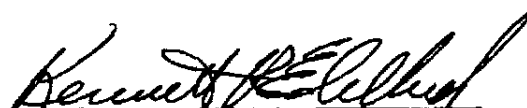



Notary Public
My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of MIRAMAR SCHOLARSHIP FUND, INC., which is contained in the foregoing Articles of Incorporation. I am familiar with, and accept, the obligations of my position as registered agent.

Dated this 7th day of December, 2005.


Kenneth R. Edelbrock
Registered Agent

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