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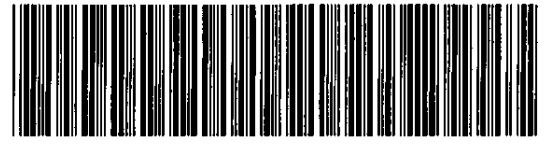
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. WHITE JUN 22 2006


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ATTORNEYS AT LAW
116 SAILOR'S COVE DRIVE
POST OFFICE BOX 39
PORT ST. JOE, FLORIDA 32457

WILLIAM J. RISH
THOMAS S. GIBSON
S. RUSSELL SCHOLZ
PAUL W. GROOM, II

TELEPHONE (850) 229-8211
FAX (850) 227-1619

June 14, 2006

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32399

Re: African-American Collegiate Scholarship Fund, Inc.

Dear Sir or Madam:

I have enclosed the original and one copy of Articles of Incorporation for the above-referenced corporation. Also enclosed is our check in the amount of \$87.50 to cover the filing fee and the cost of receiving a certified copy of the Articles of Incorporation. Please forward your certificate of incorporation and certified copy to me as soon as possible.

Thank you for your assistance in this matter.

Sincerely,



Paul W. Groom, II

PWG/jlb

Enclosure: as stated

ARTICLES OF INCORPORATION
OF
AFRICAN-AMERICAN COLLEGIATE SCHOLARSHIP FUND, INC.
A FLORIDA CORPORATION NOT FOR PROFIT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation not for profit under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, does hereby make and adopt the following Articles of Incorporation:

ARTICLE 1. NAME

The name of the Corporation is: African-American Collegiate Scholarship Fund, Inc.

ARTICLE 2. ADDRESS

The initial principal office of the Corporation shall be:

150 Freeman Rouse Road
Wewahitchka, Florida 32465

The mailing address of the Corporation shall be:

P.O. Box 973
Wewahitchka, Florida 32465

The principal office or mailing address may be changed to another place in Florida as designated from time to time by the Board of Directors.

ARTICLE 3. TERM OF EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE 4. PURPOSES AND POWERS

The Corporation is organized, and shall be operated for, the following purposes:

A. The Corporation is a non-profit organization designed to recognize and reward students enrolled in Wewahitchka High School, a public school in Gulf County, Florida, for their academic achievements. The primary purpose of the Corporation is to provide financial support to such students through scholarships and grants, to assist them in

educational and career planning and to reinforce to them the benefits of academic excellence.

B. The Corporation is a corporation not for profit as defined in Section 617.01401, Florida Statutes, and shall not operate for pecuniary profit.

C. The Corporation shall operate exclusively for charitable, educational, religious or scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

D. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 distributions in furtherance of Section 501(c)(3) purposes. 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 or in opposition to any candidate for public office.

E. 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 Internal Revenue Code (or corresponding section of any future federal tax code) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

F. Except as otherwise limited herein, the Corporation shall be entitled to exercise all rights and powers conferred by the laws of the State of Florida upon corporations not for profit, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

G. The Corporation may do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE 5. MEMBERS

The Corporation may have Members who shall be admitted and removed from the membership of the Corporation in the manner provided in the Bylaws and who shall have all the rights and privileges of members of the Corporation.

ARTICLE 6. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 116 Sailor's Cove Drive, Port St. Joe, Florida 32456, and the name of its initial Registered Agent at that address is Paul W. Groom II.

ARTICLE 7. INITIAL BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is eight (8). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3). The Directors shall be elected or appointed in the manner and for the terms set forth in the By-Laws of the Corporation. The Bylaws may provide for ex officio and honorary Directors, and their rights and privileges. The name and street address of each initial Director of the Corporation are as follows:

	<u>Name</u>	<u>Address</u>
1.	Louise Jones	2188 Methodist Hill Wewahitchka, FL 32465
2.	Patricia Jones	1166 Gray Anderson Road Wewahitchka, FL 32465
3.	Robert Jones	1166 Gray Anderson Road Wewahitchka, FL 32465
4.	Marvel Myers	1050 West River Wewahitchka, FL 32465
5.	Delois Stacey	150 Racetrack Road Wewahitchka, FL 32465
6.	Pamela Williams	115 Riverside Court Douglasville, GA 30134

7. Zen Jones 1501 Old Highway 22
Wewahitchka, FL 32465
8. Johnny Jones 1501 Old Highway 22
Wewahitchka, FL 32465

ARTICLE 8. OFFICERS

The Officers of the Corporation shall consist of a President, Vice President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws.

ARTICLE 9. INCORPORATOR

The name and street address of the Incorporator of this Corporation are as follows:

Roy Carter
791 Bodie Lister Road
Wewahitchka, FL 32465

ARTICLE 10. INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Florida General Corporation Act and the Florida Not For Profit Corporation Act.

ARTICLE 11. BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded in the manner set forth in the Bylaws.

ARTICLE 12. AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the members, directors and officers are subject to this reservation.

ARTICLE 13. NON-STOCK BASIS

The Corporation is organized and shall be operated on a non-stock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership or proprietary interest in the Corporation.

ARTICLE 14. DISSOLUTION

Upon dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, or corresponding section of any future federal tax code, or shall be distributed to the Federal government, or to a state or local government for a public purpose.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 14 day of June, 2006.

Roy Carter
Roy Carter

STATE OF FLORIDA

COUNTY OF GULF

BEFORE ME personally appeared Roy Carter, to me well known and known to me to be the person described in and who executed the forgoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 14th day of June, 2006.

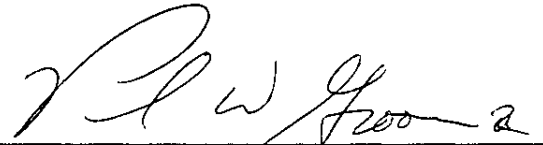
Peggy W. Raffield
Notary Public, State of Florida
My commission expires: 8/15/07



ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY accepts the appointment as Registered Agent of the African-American Collegiate Scholarship Fund, Inc., which is contained in the foregoing Articles of Incorporation.

DATED this 14th day of June, 2006.



Paul W. Groom II, Registered Agent

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