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FLORIDA PROFIT/NON PROFIT CORPORATION

Student Resources Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
STUDENT RESOURCES CORPORATION**

Student Resources Corporation (the "Corporation"), by and through its Board of Directors, all of whom are citizens of the United States desiring to form a Not For Profit Corporation under the Florida Not For Profit Corporation Act, Chapter 617, Fla. Stat. Title XXXVI (2006) (the "Act") have adopted the following Articles of Incorporation:

ARTICLE I

Name

The name of the Corporation is Student Resources Corporation.

ARTICLE II

Principal Place of Business

The principal place of business and mailing address of the Corporation shall be: 7995 114th Avenue, Largo, Pinellas, County, Florida 33773. The business of the Corporation may be conducted in all counties of the State of Florida and in all states of the United States, and in all territories thereof, and in all foreign countries, as the Board of Directors shall determine.

ARTICLE III

Purposes

General Purposes: The Corporation is organized for charitable, educational, and scientific purposes and for the purpose of performing any and all activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and supplemented, or any successor enactment thereto (collectively, the "Code") which are consistent to those powers described in the Not For Profit Corporation Act, and to Act and operate exclusively as a not for profit corporation pursuant to the Act.

Specific Purposes: In furtherance of its general charitable, educational and scientific purposes, and to lessen the burdens of the government, the Corporation shall acquire and originate student loans under the Higher Education Act of 1965, or any successor enactment thereto and acquire and originate student loans under any other Federal loan program or State of Florida student loan program. Further, the Corporation shall have the power to solicit and receive contributions, purchase, sell and own or lease real and personal property, make contracts, invest corporate funds, spend corporate funds

for corporate purposes, and engage in any activity in furtherance of, incidental to, or connected with any of the aforementioned purposes; provided however, that:

(i) 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, or permit the realization of private gain, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation, and to make distributions and payments in furtherance of its corporate purposes herein;

(ii) the Corporation shall not carry on any other activities inconsistent with the requirements for tax-exemption under Section 501(c)(3) of the Code and any related regulations, rulings or procedures;

(iii) the Corporation shall not take any action or engage in any activities prohibited by the Act; and

(iv) the Corporation shall not take any action inconsistent with the requirements for receiving tax-deductible charitable contributions under Section 170(c)(2) of the Code and related regulations, rules and procedures (or any corresponding or successor section of any future federal tax code); and,

provided further however, notwithstanding anything to the contrary contained herein, or in the Corporation's By-laws, or as provided by Florida State law, the Corporation shall not:

(i) engage in activities or use its assets in a manner that does not further one or more exempt purposes, as set forth in these Articles of Incorporation, the Code, and related regulations, and procedures, except to an insubstantial degree;

(ii) serve a private interest other than one clearly incidental to an overriding public interest;

(iii) devote a substantial part of its activities to influencing legislation by propaganda or otherwise, except as provided by the Code,

(iv) participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include publishing or distributing statements and other direct or indirect campaign activities;

(v) have objectives characterizing it as an "action organization" as defined in the Code; and

(vi) carry on an unrelated trade or business, except as a secondary purpose related to the Corporation's primary, exempt purposes.

ARTICLE IV

Directors

The management of the Corporation shall be vested in its Board of Directors, and such Committees of the Board that the Board may establish from time to time. The By-laws will provide for the qualification, manner of selection, duties, terms and other matters relating to the Board of Directors. The Board of Directors may be increased pursuant to the Corporation's By-laws but shall not be decreased to fewer than three (3).

ARTICLE V

The current Board consists of three (3) persons as set forth below:

Ronald Young, Chair
512 Greene Street
Camden, South Carolina 29020

John B. Pursley, Jr., Director
3321 E. Heritage Cove Drive
St. Augustine, Florida 32092

Robert E. Swanson, Secretary
139 Luna Lane
Johnstown, Pennsylvania 15904

ARTICLE VI

Registered Office and Agent

The address of the Corporation's registered office shall be: CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324. Such office may be changed from time to time by the Board of Directors without amendment to these Articles of Incorporation.

[See attachment for acknowledgment, acceptance and signature of Registered Agent.]

ARTICLE VII

Incorporator

The name and address of the Incorporator is as follows:

Joseph A. Pursley
1516 Seagull Drive, Apt. 312
Palm Harbor, Florida 34685

ARTICLE VIII

Duration

The duration of the Corporation is perpetual.

ARTICLE IX

Not For Profit Corporation

The Corporation is a not for profit Corporation organized and operating under the Act.

ARTICLE X

Indemnification

In addition to and notwithstanding the indemnification provisions found in the Act, the Corporation may indemnify a person who was, is or is threatened to be named defendant or respondent in litigation or other proceedings because the person is or was a Director or other person related to the Corporation. The Corporation's By-laws may provide that the Board of Directors define the requirements for and limitations of any corporate indemnification of Directors, Officers and others related to the Corporation.

ARTICLE XI

Amendments

These Articles of Incorporation may be altered, amended or repealed in whole or in part, by a majority vote of the Directors. The notice of any meeting at which action is to be taken regarding amendment, alteration or repeal of these Articles of Incorporation shall be given in accordance with the Corporation's By-laws; provided however, that

such notice shall include the text of the proposed provisions or a fair summary of the same.

ARTICLE XII

Dissolution

Upon the dissolution of the Corporation, assets of the Corporation shall be distributed to an organization for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code or shall be distributed to the federal government or to a state or local government for a public purpose. Any such assets not so disposed of shall be 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 such Court shall determine, which are organized and operated exclusively for such purposes.

{Signature Pages to Follow}

IN WITNESS WHEREOF, I have hereunto subscribed my name this 9
day of November 2006.

STUDENT RESOURCES CORPORATION


Joseph A. Pursley, Incorporator

**ACKNOWLEDGMENT, ACCEPTANCE AND SIGNATURE OF REGISTERED
AGENT**

Having been named as registered agent to accept service of process for Student
Resources Corporation, I am familiar with and accept the appointment as registered agent
and agree to act in this capacity.

CT Corporation System

By: Christen Vinnola
Christen Vinnola, Assistant Secretary

Date: 11/14/2006

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