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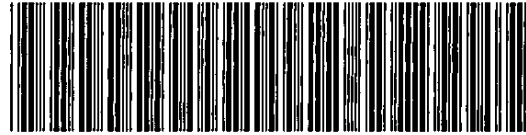
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MRS  
1/9/07

COTTON, GATES & COTTON  
ATTORNEYS AT LAW

ERNEST L. "BUDDY" COTTON, P.A.  
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January 5, 2007

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

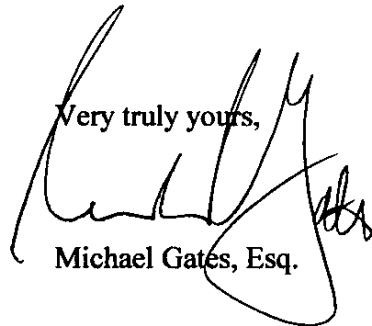
Re: *Allison Angerman Memorial Scholarship Fund, Inc.*  
Non-Profit Corporation

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$78.75, which represents your filing fee and certified copy fee.

Please process accordingly.

Very truly yours,

A handwritten signature in black ink, appearing to be "Michael Gates", written over the typed name.

Michael Gates, Esq.

MG/cc

Enclosures: as stated

cc: Incorporators

**FILED**

07 JAN -8 AM 8:45

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF**

**ALLISON ANGERMAN MEMORIAL SCHOLARSHIP FUND, INC.**

We, the undersigned residents of the State of Florida, being twenty-one (21) years or more of age, do hereby associate ourselves together for the purpose of forming a nonprofit corporation under the statutes of the State of Florida.

**ARTICLE ONE**

**NAME AND LOCATION**

The name of the corporation shall be ALLISON ANGERMAN MEMORIAL SCHOLARSHIP FUND, INC., and its location shall be 201 Shalimar Drive, Shalimar, Florida 32579.

**ARTICLE TWO**

**PURPOSE**

Said corporation is organized to engage in any lawful act or activity for which corporations may be organized under Chapter 617 of the Florida Statutes and which such organizations exist exclusively for charitable, religious and educational purposes as determined under Sections 501(c)(3) and 170 of the Internal Revenue Code, or corresponding sections of any future federal tax code. The initial purpose of this corporation is to provide a source of funds to be given in the form of college scholarships to Choctawhatchee High School students.

### **ARTICLE THREE**

#### **PROHIBITED ACTS**

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 pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Two. No substantial part of the activities of the corporation shall be 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 activities not permitted to be carried on by a corporation exempt for Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

### **ARTICLE FOUR**

#### **STOCK**

The corporation shall be a nonstock corporation, and no dividends or pecuniary profits shall be declared or paid to the members thereof.

## **ARTICLE FIVE**

### **DIRECTORS**

The number of directors constituting the initial board of directors of the corporation is three, and the names and addresses of the persons who are to serve as initial directors are as follows:

<u>Name</u>	<u>Address</u>
Katherine Mills	201 Shalimar Drive Shalimar, FL 32579
Callie Massarelli	588 Fairway Court Fort Walton Beach, FL 32547
Mary Beth Mills	9 Carl Brandt Drive Shalimar, FL 32579

Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws.

## **ARTICLE SIX**

### **GENERAL OFFICERS**

The general officers of the corporation shall be the president, vice-president, secretary, and treasurer. The By-Laws shall provide the qualifications to hold office, the duties of each office and the duration of each officer's term.

## **ARTICLE SEVEN**

### **MEMBERSHIP REQUIREMENTS**

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.

## **ARTICLE EIGHT**

### **DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision of the payment of all the liabilities of the corporation in such manner, or 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 under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (or the corresponding provision of any future United States Revenue Law).

## **ARTICLE NINE**

### **INCORPORATORS**


The incorporators are Katherine Mills, 201 Shalimar Drive, Shalimar, Florida 32579, Callie Massarelli, 588 Fairway Court, Fort Walton Beach, FL 32547 and Mary Beth Mills, 9 Carl Brandt Drive, Shalimar, Florida 32579.

## **ARTICLE TEN**

### **REGISTERED AGENT**

The registered agent is Katherine Mills, 201 Shalimar Drive, Shalimar, Florida 32579.

IN WITNESS WHEREOF, the undersigned incorporators do hereby execute these Articles of Incorporation on January 5, 2007.

  
Katherine Mills  
Incorporator

Callie Massarelli  
Callie Massarelli  
Incorporator

Mary Beth Mills  
Mary Beth Mills  
Incorporator

**ACKNOWLEDGMENT**

STATE OF FLORIDA  
COUNTY OF OKALOOSA

Before me the undersigned officer personally appeared the above signed Katherine Mills, Callie Massarelli and Mary Beth Mills, Incorporators, for the purpose of lawfully executing these Articles of Incorporation.

Carla L. Cooper  
NOTARY PUBLIC  
My Commission Expires:



**ACCEPTANCE BY THE REGISTERED AGENT**

I, Katherine Mills, hereby accept appointment as registered agent for the corporation, and acknowledge my acceptance with my signature below on January 5, 2007.

Katherine Mills  
Katherine Mills  
Registered Agent

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