

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: The Frederick Hiss Scholarship Fund, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Kevin F. Richardson
Name (Printed or typed)

1551 Forum Place, Suite 300F
Address

West Palm Beach, FL 33401
City, State & Zip

561-471-9600
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
FOR
THE FREDERICK HISS SCHOLARSHIP FUND, INC.
(A Florida Not-For-Profit Corporation)**

FILED
2007 APR -2 A 7 39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1002(b) and 617.1007, Florida Statutes, and upon resolution duly adopted by the Board of Directors on March 22, 2007, this Florida not-for-profit corporation adopts the following Articles of Incorporation:

**ARTICLE I
Name**

The name of the corporation shall be The Frederick Hiss Scholarship Fund, Inc. (the "Corporation").

**ARTICLE II
Principal Address**

The principal place of business and mailing address of this corporation shall be 1901 Village Blvd, West Palm Beach, Fl., 33409.

**ARTICLE III
Purpose**

1. The Corporation is not-for-profit and is organized and shall be operated exclusively for religious, charitable, scientific, literary, or educational purposes as described in 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 (the "Code") or the regulations promulgated thereunder (the "Treasury Regulations") and the Corporation is formed exclusively for the purpose of:

A. Encourage and help Bear Lakes Country Club employees, their children or their grandchildren further their education and improve their positions in life by assisting them with their education expenses.

2. No part of the earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or to any other person (except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes), and no director or officer of the Corporation, or any other person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. The Corporation shall pay no dividends.

3. The Corporation shall not participate, directly or indirectly, 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. The Corporation shall not have the objectives nor engage in activities that would characterize it as an "action organization" as defined in Treasury Regulations.

4. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code.

5. In any taxable year in which the Corporation is a private foundation as described in section 509(a) of the Code, the Corporation (1) shall distribute its income for such period at such time and manner as not to subject it to tax under section 4942 of the Code; (2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code; (3) shall not retain any excess business holdings as defined in Section 4943(c) of the Code; (4) shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and (5) shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

6. Upon the dissolution of the Corporation, the Board of Directors will, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the 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 scientific, educational or charitable 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 of the Scholarship Fund shall determine.

ARTICLE IV MEMBERS

The Corporation will have no members.

ARTICLE V Election of Directors

The directors of the Corporation will be elected or appointed as provided in the Bylaws of the Corporation.

ARTICLE VI Initial Directors

The names and addresses of the initial directors are as set forth below:

Richard Kontos
1315 Bear Island Dr.
West Palm Beach, Fl., 33409

Lee Ballard
8414 E. Gardens Oaks Circle
Palm Beach Gardens, Fl., 33410

Anthony J. Hebel
2533 Seminole Circle
West Palm Beach, Fl., 33409

Paul Luther
160 Vintage Isle Lane
Palm Beach Gardens, Fl., 33418

Erwin Straw
100 Lakeshore Dr., PH 53
North Palm Beach, Fl., 33408

Emile Francis
7220 Crystal Lake Dr.
West Palm Beach, Fl., 33411

ARTICLE VII OFFICERS

1. Officers: The Corporation shall have a President, Vice President, Secretary, Treasurer and such other Officers as the Board of Directors may from time to time deem desirable consistent with the Bylaws of the corporation.

2. Election and Appointment of Officers: The Officers of the Corporation, in accordance with any applicable provisions of the Bylaws, shall serve for one (1) year or until qualified successors are duly elected and have taken office. The Bylaws may provide for the method voting in the Officer's election, for the removal from office of Officers, for filling vacancies and for the duties of the Officers. If any office shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy under the procedure set forth in the Bylaws. The same person may hold two or more offices.

ARTICLE VIII AMENDMENTS

Any amendment to these Articles of Incorporation shall require the affirmative vote of two-thirds (2/3) of all the votes of the Board of Directors, provided, however, that these Articles shall not be amended in any manner which conflicts with the terms, covenants and provisions contained in Article III, Purpose.

ARTICLE IX INDEMNIFICATION OF OFFICERS AND DIRECTORS

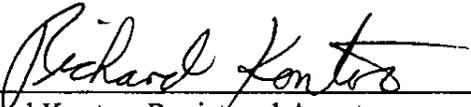
To the extent permitted under Florida Law, every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon such person in connection with any proceeding or any settlement thereof to which such person may be a party or may become involved by reason of being or having been a Director or Officer of the Corporation, whether or not a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duty; provided that in the event of a settlement, the indemnification provided for herein shall apply only if and when the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any and all right of indemnification to which such Director or Officer may be entitled under statute or common law.

ARTICLE X
Initial Registered Agent and Registered Office

The name of the registered agent and the Florida street address of the registered office are:

Richard Kontos,
1901 Village Blvd.
West Palm Beach, Fl., 33409

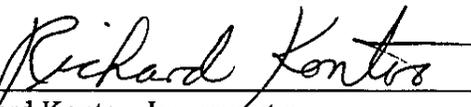
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


Richard Kontos, Registered Agent

ARTICLE XI
Incorporator

The name and address of the Incorporator is:

Richard Kontos,
1901 Village Blvd.
West Palm Beach, Fl., 33409


Richard Kontos, Incorporator

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Articles of Incorporation this 27 day of March, 2007.


Richard Kontos, President