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*Kathy Deane*  
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## FLORIDA PROFIT/NON PROFIT CORPORATION

Beecher Whisenant Scholarship Fund, Inc.

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ARTICLES OF INCORPORATION  
OF  
BEECHER WHISENANT SCHOLARSHIP FUND, INC.  
(A Florida Nonprofit Corporation)

The undersigned, acting as incorporator of a corporation under the Florida non-profit Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the corporation shall be BEECHER WHISENANT SCHOLARSHIP FUND, INC.

ARTICLE II

Principal Office

The principal place of business and mailing address of this corporation shall be:

Principal Place of Business  
213 Stone Street  
Cocoa, Florida 32922

Mailing Address  
213 Stone Street  
Cocoa, Florida 32922

ARTICLE III

Duration

The period for which the Corporation is organized shall be perpetual.

ARTICLE IV

Exempt Purpose

The Corporation is organized and shall operate as an exempt charitable organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or similar provision of any future revenue law) (the "Code") without profit to any officer or director and the Corporation.

#### ARTICLE V

##### Specific Purposes

The Corporation is incorporated under the laws of Florida specifically to assist in the civic, educational, and social development of the residents of Brevard County, Florida.

#### ARTICLE VI

##### Membership

The Corporation shall not have any members.

#### ARTICLE VII

##### Directors

The number of directors constituting the initial board of directors is three (3). The names and addresses of the persons who are to serve as the initial directors of the Corporation are as follows:

Dr. George Fayson - 2512 Tomoka Avenue, Titusville, Florida 32780

Leatha Smith - 939 Jamestown Drive, Rockledge Florida, 32955

Rev. Oliver W. Wells - 1613 Laramie Circle, Melbourne, Florida 32940

The initial directors shall serve until the first annual meeting. The method of election for future directors is as stated in the bylaws.

#### ARTICLE VIII

##### Prohibitions

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 payments and distribution in furtherance of the purposes of the Corporation set forth in Articles IV and V hereof. 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 any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c)(3) of the Code by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

#### ARTICLE IX

##### Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation 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 or organizations under Section 501 (c)(3) of the Code, as the Board of Directors shall determine.

#### ARTICLE X

##### Registered Agent and Office

The name of the Corporation's initial registered agent and the street address of the initial registered office in Florida is Rev. Oliver W. Wells, 213 Stone Street, Cocoa, Florida 32992.

#### ARTICLE XI

##### Incorporator

The name and address of the Incorporator is Rev. Oliver W. Wells, 213 Stone Street, Cocoa, Florida 32992.

#### ARTICLE XII

##### Fiscal Year

The fiscal year of the Corporation shall be the calendar year.

#### ARTICLE XIII

Indemnification

Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she, or a person of who he or she is the legal representative, is or was a director or officer of the corporation or while a director of the Corporation is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee or agent of another corporation or of a partnership, joint venture, trust or incorporated or unincorporated enterprise, including service with respect to employee benefit plans or trusts, whether the basis of such proceeding is alleged action or inaction in an official capacity as a director, officer partner, trustee, employee or agent or in any other capacity while serving as a director, officer, partner, trustee, employee or agent shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Florida's Corporation Act as the same exists or may hereafter be amended and pursuant to the Corporation's bylaws as such bylaws may be amended.

Registered Agent:

  
Rev. Oliver W. Wells

Dated - June 3, 2008

Incorporator:


  
Rev. Oliver W. Wells

Dated - June 3, 2008

**ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT**

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 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 obligations of my position as registered agent.

Dated: June 3, 2008

By   
Oliver W. Wells  
Registered Agent