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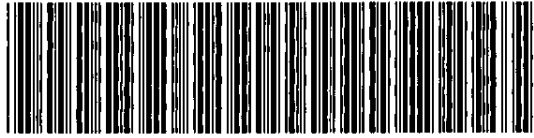
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA
80-12-01
22

COVER LETTER

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

SUBJECT: The Willie and Nellie Parker 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: AVA PARKER
Name (Printed or typed)

101 EAST UNION STREET, SUITE 200
Address

JACKSONVILLE, FL 32202
City, State & Zip

(904) 545-3661
Daytime Telephone number

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

**ARTICLES OF INCORPORATION
OF
THE WILLIE AND NELLIE PARKER SCHOLARSHIP
FUND, INC.**

We, the undersigned hereby associate ourselves together for the purpose of becoming a corporation not for profit under Chapter 617, Laws of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of a corporation not for profit.

ARTICLE ONE

The name of the corporation shall be:

The Willie and Nellie Parker Scholarship Fund, Inc.

ARTICLE TWO

Corporate Nature

This is a nonprofit corporation, organized for the operation, control and management of an entity that provides community services and solicits, receives and distributes or uses funds, professional services, and other services for community and economic development and other charitable, scientific, literary, and educational purposes, pursuant to the Florida Corporations Not For Profit Law, set forth in section 617, Florida Statutes of the corresponding provision of any future Florida Law.

ARTICLE THREE

Duration

The term of existence of the corporation is perpetual, unless dissolved by law.

ARTICLE FOUR

General and Specific Purposes

The specific and primary purposes for which this corporation is formed are:

- A. To raise the economic, educational and social levels of the, community, particularly those who are substantially unemployed, underemployed, or whose income is below federal poverty guidelines, to foster and promote community wide interest and concern for the problems of said residents to that end (a) educational and economic opportunities may be expanded; (b) sickness, poverty, crime, and environmental degradation may be lessened;

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TALLAHASSEE, FLORIDA
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and (c) racial tensions, prejudice, discrimination, economic, and otherwise, may be eliminated.

- B. To expand the opportunities available to said residents and groups to own, manage, and operate business enterprises in economically depressed areas; to assist said residents and groups in developing entrepreneurial and management skills necessary for the successful operation of business enterprises; and to assist said residents and groups in obtaining financial support from other sources.
- C. To expand opportunities available to said residents and groups to obtain adequate low-costing housing accommodations by constructing, rehabilitating, and providing decent, safe and sanitary housing for persons and families of low-income who otherwise would not be able to find or afford a suitable place to live, It is the purpose of the corporation thereby to relieve the poor, distressed, underprivileged and indigent by enabling them to secure the basic human needs of decent shelter and thus lessen the burdens of government and promote the social welfare. To provide building and construction of new facilities in the place of blighted structures or blighted vacant sites for the purpose of combating the deterioration of the community and contributing to its physical improvement.
- D. To aid, support, and assist by gifts, contributions, or otherwise, other corporations, community chests, funds and foundations organized and operated exclusively for charitable, educational or scientific purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no substantial part of the activities of which is to carry on propaganda, or otherwise attempting to influence the election of public officials.
- E. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering or attaining of foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations or governmental bureaus, department of agencies.
- F. All of the foregoing purposes shall be exercised exclusively for charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE FIVE

A. **Board of Directors.** The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be named.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year. Annual meetings shall be held on the first Tuesday in May of each year at such place or places as the Board of Directors may designate from time to time by resolution.

The names and addresses of such initial members of the Board of Directors are as follows:

Director:	Shirley Parker	7508 Johnson Road Milton, FL 32583
Director:	Stephanie Shelton	7534 Johnson Road Milton, FL 32583
Director:	Lana Oubre	7409 Dilcy Circle Milton, FL 32583

B. **Corporate Officers.** The Board of Directors shall elect the following officers: Chairman, Secretary and Treasurer, and such other officers as the By-Laws of this Corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

Chairman:	Lana Oubre
Secretary:	Stephanie Shelton
Treasurer:	Shirley Parker

ARTICLE SIX
Earnings and Activities of Corporation

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, director, 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 the purposes set forth in Article IV hereof.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, and the corporation shall not participate in, and 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 (a) by a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

The corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE SEVEN
Distribution of Assets

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the 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. Any such assets not so disposed of shall be disposed of by the Court of Competent Jurisdiction 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 said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE EIGHT
Membership

- A. The qualification for members and the manner of their admission shall be regulated by the by-laws for this corporation.

B. The initial address of the Corporation is:

1402 Dilcy Circle
Milton, Florida 32570

ARTICLE NINE

Incorporators

Lana Oubre

Stephanie Shelton

Shirley Parker

ARTICLE TEN

Amendment of By-Laws

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporation's Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefore in the By-Laws.

ARTICLE ELEVEN

Dedication of Assets

The property of this corporation is irrevocably dedicated to charitable, scientific, literary and educational purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

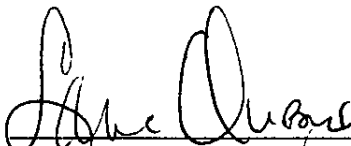
ARTICLE TWELVE

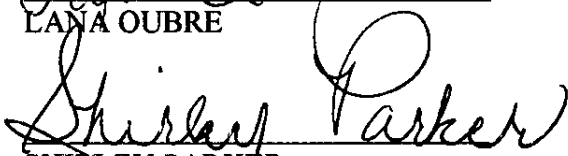
Registered Agent and Office

The name and address of the corporation's registered agent is:

Ava L. Parker
101 East Union Street
Suite 200
Jacksonville, Florida 32202

We, the undersigned, being the Incorporators of this corporation, for the purpose of forming this non-profit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 30 day of Oct., 2008.


LANA OUBRE


SHIRLEY PARKER


STEPHANIE SHELTON

FILED
08 OCT 31 PM 2:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent, in the State of Florida.

1. The name of the corporation is:

The Willie and Nellie Parker Scholarship Fund, Inc.

2. The name and address of the registered agent and office is:

Ava L. Parker
101 East Union Street, Suite 200
Jacksonville, Fla. 32202

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 provision 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.


AVA L. PARKER