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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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KANANACK LAW, LLC

BUSINESS & TECHNOLOGY LAW

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March 31, 2009

Department of State
Division of Corporations
PO Box 6237
Tallahassee, FL 32314

RE: MSU ALUMNI CLUB OF THE SPACE COAST OF FLORIDA, INC.

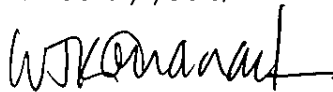
Dear Sir/Madam:

I have enclosed for processing by the Department of State, Division of Corporations, one original and one copy of the Articles of Incorporation and the Certificate of Designation of Registered Agent for the above-referenced corporation. Also enclosed is a check for seventy-eight and 75/100 dollars (\$78.75) made payable to the Department of State to cover the cost of filing the Articles and the registered agent designation and for a certification as to their authenticity.

Please return the certified copy to me at the address listed above.

Thank you.

Sincerely yours,



William J. Kananack

**ARTICLES OF INCORPORATION
OF
MSU ALUMNI CLUB OF THE SPACE COAST OF FLORIDA, INC.**
A FLORIDA NOT FOR PROFIT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator desiring to form a not-for-profit corporation pursuant to the Laws of the State of Florida as provided in Chapter 617, Florida Statutes, hereby certifies as follows:

ARTICLE I

Name and Address

The name of this not-for-profit corporation shall be MSU ALUMNI CLUB OF THE SPACE COAST OF FLORIDA, INC. ("Corporation"). The principal office and mailing address of the Corporation shall be as follows:

MSU Alumni Club of the Space Coast of Florida, Inc.
309 Island Drive
Melbourne Beach, FL 32951

ARTICLE II

Purposes

The purposes for which this Corporation is formed shall be

- A. Raise funds for the purpose of supporting (through tuition grants or otherwise) students from Brevard and Indian River Counties of East Central Florida attending Michigan State University.
- B. Support the interests of Michigan State University as determined by the board of directors in accordance with these Articles of Incorporation and the Bylaws of the Corporation.
- C. Promote and foster closer fellowship and camaraderie among the alumni and friends of Michigan State University in Brevard and Indian River Counties of East Central Florida.
- D. Raise funds, establish programs and assist in any other manner to accomplish the above purposes.
- E. Operate exclusively in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III

Duration

The Corporation shall commence on the date these Articles are filed with the Secretary of State, and thereafter shall have perpetual existence unless dissolved according to law.

ARTICLE IV

Registered Agent/Office

The name of the initial registered agent and the street address of the initial registered office of this Corporation are as follows:

Mr. Mike Faust
MSU Alumni Club of the Space Coast of Florida, Inc.
309 Island Drive
Melbourne Beach, FL 32951

ARTICLE V

Board of Directors

A. The business affairs of this Corporation shall be managed by the Board of Directors. Initially, the Board of Directors shall have twelve (12) members. The number of directors may be changed from time to time as specified by the Bylaws, but there shall not be more than thirteen (13) nor less than three (3) board members.

B. The names and addresses of the individuals who will serve on the initial Board of Directors and who will hold office for the first year, or until the first annual meeting of the Corporation are:

Mike Faust
309 Island Drive
Melbourne Beach, FL 32951

Jim Myers
750 N. Atlantic Ave., #604
Cocoa Beach, FL 32931

Jean Faust
309 Island Drive
Melbourne Beach, FL 32951

Pat Myers
750 N. Atlantic Ave., #604
Cocoa Beach, FL 32931

Marianne Fraser
585 Spring Lake Drive
Melbourne, FL 32940

Pat Page
2240 Hall Road
Malabar, FL 32950

Frank Kunze
390 Myrtlewood Road
Melbourne, FL 32940

Jan Taylor
3340 Weber Road
Valkaria, FL 32950

Lucille Kunze
390 Myrtlewood Road
Melbourne, FL 32940

Mike Taylor
6976 Hammock Trace Drive
Melbourne, FL 32940

Fran Wilson
473 Sailfish Cove
Satellite Beach, FL 32937

Bette Sessions
5110 Park Lake Drive
Melbourne, FL 32901

ARTICLE VI

Incorporator

The name and address of the Incorporator is:

Mr. Mike Faust
309 Island Drive
Melbourne Beach, FL 32951

ARTICLE VII

Limitations

A. This Corporation is organized for charitable and educational purposes.

B. This Corporation shall not issue stock and there shall be no shareholders.

C. This Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. This corporation shall not distribute any gains, profits, or dividends to the directors, officers, or members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the charitable and educational purposes of this Corporation. The property, assets, profit and net income of this Corporation are irrevocably dedicated to charitable or educational purposes no part of which shall inure to the benefit of any individual.

D. Notwithstanding any other provision of these articles, this Corporation shall not carry on any activities not permitted to be carried on (a) by an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

E. No substantial part of the activities of this Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and this Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

F. Upon winding up and dissolution of this Corporation, the assets of this Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, to be used exclusively for charitable or educational purposes. Any such assets not so disposed shall be disposed of by a Court of Competent Jurisdiction of Brevard County, or any other county in which the principal office of this Corporation may then be located, exclusively for such purpose or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes. If this Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the circuit in which the principal office of this Corporation is located, upon petition by the Attorney General or by any person concerned in the liquidation.

ARTICLE VIII

Indemnity

This Corporation shall to the fullest extent permitted by law, as amended and supplemented from time to time, indemnify any and all persons whom it shall have power to indemnify from and against any and all expenses, liabilities or costs, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders, or disinterested directors, or otherwise, both as to actions in an official capacity, or to actions in another capacity while holding office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of any such person.

ARTICLE IX

Amendment

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors in the manner set forth in the Bylaws of this Corporation.

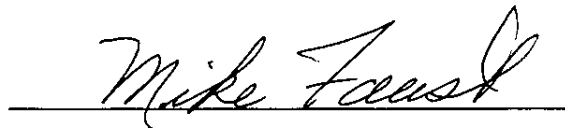
IN WITNESS WHEREOF, the undersigned subscribing Incorporator, for the purpose of forming this not-for-profit corporation under the laws of the State of Florida, has executed these Articles of Incorporation March 31, 2009.


MICHAEL FAUST, INCORPORATOR

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for the above-named limited liability company, at the place designated in the Articles of Incorporation, I accept this appointment 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 obligations of my position as Registered Agent.

Dated March 31, 2009.

A handwritten signature in cursive script that reads "Mike Faust". The signature is written in dark ink and is positioned above a horizontal line.

Michael Faust, Registered Agent

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TALLAHASSEE, FLORIDA