

Division of Corporations

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To:

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Account Name : BUSH ROSS, P.A.
Account Number : I19990000150
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FLORIDA PROFIT/NON PROFIT CORPORATION

INNISBROOK ASSOCIATE SCHOLARSHIP FUND, INC.

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**INNISBROOK ASSOCIATE SCHOLARSHIP FUND, LLC
36750 US HIGHWAY 19 N
PALM HARBOR, FL 34684**

July 14, 2009

Florida Division of Corporations
Registration Section
409 E. Gaines St.
Tallahassee, FL 32399

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TALLAHASSEE, FLORIDA

Re: **INNISBROOK ASSOCIATE SCHOLARSHIP FUND, LLC**
Document Number: **L08000115151**
and
INNISBROOK ASSOCIATE SCHOLARSHIP FUND, INC.,
a new Florida corporation filing

Dear Sir or Madam:

Please allow this letter to confirm that we have filed Articles of Dissolution for Innisbrook Associate Scholarship Fund, LLC (Florida document number L08000115151) (the "LLC"), a copy of which is attached.

We will not reinstate the LLC, and therefore release the name so that we may form Innisbrook Associate Scholarship Fund, Inc. as a domestic Florida not-for-profit corporation. Thank you.

Sincerely,

**INNISBROOK ASSOCIATE
SCHOLARSHIP FUND, LLC**

By: _____

Julie Soltes
Julie Soltes, Manager

Enclosure
(copy of LLC dissolution)

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ARTICLES OF INCORPORATION
OF
INNISBROOK ASSOCIATE SCHOLARSHIP FUND, INC.
(a Florida not-for-profit corporation)

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TALLAHASSEE, FLORIDA

The undersigned, hereby make, subscribe, acknowledge and file with the Secretary of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation not-for-profit in accordance with the provisions of Chapter 617, Florida Statutes, as amended from time to time by the Legislature of the State of Florida, for the sole purpose of organizing a not-for-profit corporation and to that end do hereby set forth the following:

ARTICLE I
NAME

The name of the corporation shall be INNISBROOK ASSOCIATE SCHOLARSHIP FUND, INC. (the "Corporation"). Pending any change authorized by the Corporation's Board of Directors, its principal office and mailing address shall be 36750 US Highway 19 North, Palm Harbor, Florida 34684.

ARTICLE II
ADDRESS OF REGISTERED OFFICE

The street address of the initial registered office of this Corporation is 1801 North Highland Avenue, Tampa, Florida 33602 and the name of the Registered Agent of this Corporation at that address is Bush Ross Registered Agent Services, LLC.

ARTICLE III
PURPOSE

The Corporation shall be organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code (the "Code"). To carry out this objective, the Corporation shall be authorized to carry out the following activities:

- a. to provide scholarship assistance to students meeting the criteria established by the Board of Directors for post secondary educational expenses including tuition, room, board, books, supplies and equipment;
- b. to make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) and Section 509(a)(1) of the Code;
- c. to borrow money and issue evidences of indebtedness in furtherance of any or all of the purposes of the Corporation;

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d. the Corporation shall have a racially non-discriminatory policy as to applicants, members and others on the basis of race, color or national or ethnic origin and shall provide scholarship opportunities to students of any race and shall allow all students the rights, privileges, programs and activities that may be made available to students served by the Corporation;

e. to act as trustee under any trust or endowment incidental to the principal objects of the Corporation, and in connection therewith to enter into any kind of activity and to perform and carry out contracts of any kind necessary to or in connection with or incidental to the accomplishment of any one or more of the not-for-profit purposes of the Corporation;

f. no part of the funds of the Corporation shall inure to the benefit of any private individual, and no part of the activities shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or of participating in any political campaign on behalf of any candidate for public office;

g. the Corporation is not organized for pecuniary profit, nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any individual and the balance, if any, of all money received by the Corporation from its operations, after the payment in full of all debts and obligations of the Corporation of whatever kind and nature, shall be used and distributed exclusively to organizations that qualify under Section 509(a)(1) or (2) of the Code;

h. the Corporation shall have the power to acquire and hold title in fee simple, in trust, acquired by gifts, or otherwise, to both real and personal property, and to improve, encumber, sell, convey, use, lease, mortgage, and dispose of all such property in conformity with the Bylaws of the Corporation;

i. the Corporation shall further be authorized to invest, reinvest, and administer the principal or the income of the Corporation's assets in such manner as, in the judgment of the Board of Directors, will best promote the purposes of the Corporation and shall be further authorized to exercise each and every power and right granted to a not-for-profit corporation under the laws of the State of Florida as may be necessary for the furtherance of its purposes; all in accordance with its Bylaws or as the same may be hereafter modified or amended; provided, however, that such activities conform to the provisions of Section 501(c)(3) of the Code; and

j. to collect funds in furtherance of the Corporation's objectives, to prudently expend all funds received and disburse the net interest and other earnings that may be received in satisfaction of its operating expenditures and expenses and in support of meritorious projects which may further its objectives.

ARTICLE IV MEMBERSHIP

The Corporation shall be organized as an entity without members.

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ARTICLE V
INCORPORATORS

The name and address of the incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
Brenda K. Holland	1801 N. Highland Avenue Tampa, Florida 33602

ARTICLE VI
OFFICIAL BOARD OF DIRECTORS/OFFICERS

The powers of this Corporation shall be exercised, its properties controlled and affairs supervised by a Board of Directors, the precise number of which shall be set by the Bylaws of the Corporation, provided that there shall be a minimum of three directors at all times. Each member of the Board of Directors shall be elected in the manner and for the terms prescribed in the Bylaws, and shall hold office until their respective successors are duly elected and qualified. The affairs of the Corporation shall be managed by the Board of Directors, who shall elect the following officers: President, Vice-President, Secretary and Treasurer, which officers shall be provided for in the Bylaws. Each officer shall be elected from time to time in accordance with the Bylaws and each officer shall hold office until his or her successor is elected and qualified.

The names and addresses of the initial Board of Directors until their successors are elected and qualified are as follows:

Julie Soltes
4929 Arboar Oaks Boulevard
New Port Richey, Florida 34653

Cindy Ames
3080 Oak View Drive
Palm Harbor, Florida 34684

Annette Beyer
4774 Belden Circle
Palm Harbor, Florida 34685

Diana Felix
9651 Venturi Drive
New Port Richey, Florida 34655

Richard Ferreira
36750 US Highway 19 N
Palm Harbor, Florida 34684

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ARTICLE VII
AMENDMENTS

The Articles of Incorporation of this Corporation may be amended, altered or restated at any regular meeting or a special meeting of the Board of Directors by a majority vote of the Board of Directors then in office.

ARTICLE VIII
BYLAWS

Subject to any limitations set forth in the Florida Not-For-Profit Corporation Act, the Corporation's Bylaws shall be adopted by the Board of Directors and may be altered, amended, or rescinded by the Board of Directors in a manner provided by the Bylaws.

ARTICLE IX
TERM

The term of the Corporation shall be perpetual or until dissolved by due process of law.

ARTICLE X
DISTRIBUTION OF ASSETS

In the event of dissolution of the Corporation, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of the Internal Revenue Code, or to the Federal, State or local government for exclusive public use.

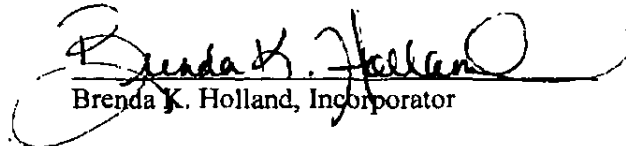
Notwithstanding any other provision of these Articles of Incorporation, this Corporation shall not carry on any other activities not permitted to be carried on by (a) an entity exempt from Federal Income Tax under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Code or (b) an entity to which contributions are deductible under Section 170(c)(2) of the United States Internal Revenue Code of 1986, as amended, or any other corresponding provision of any future United States Internal Revenue Code.

ARTICLE XI
DEFENSE AND INDEMNIFICATION
OF OFFICERS AND DIRECTORS

The Corporation shall defend, indemnify and hold harmless every registered agent, director or officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a director or officer of this Corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct.

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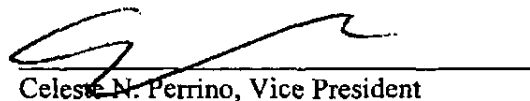
IN WITNESS WHEREOF, the undersigned, being the incorporator of this Corporation, for the purpose of forming this not-for-profit corporation under the laws of the State of Florida, has executed these Articles of Incorporation on this 21st day of July, 2009.


Brenda K. Holland, Incorporator

ACCEPTANCE OF 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 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 obligations of my position as registered agent.

BUSH ROSS REGISTERED AGENT
SERVICES, LLC


Celeste N. Perrino, Vice President

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TALLAHASSEE, FLORIDA