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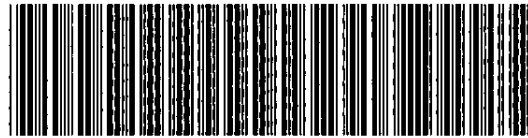
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TALLAHASSEE, FLORIDA

T. Burch SEP 18 2011

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SARASOTA

431 PALM AVENUE
P.O. BOX 28
BOCA GRANDE, FLORIDA 33921

BOCA
PHONE/FAX (941) 964-0027

September 1, 2011

Department of State Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

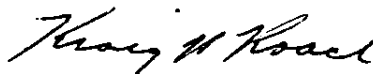
Re: Roger W. Roszell Scholarship Fund, Inc.

To Whom It May Concern:

Enclosed please find the Articles of Incorporation along with our check in the amount of \$78.75 for the above referenced. Please return the certified copy of the Articles of Incorporation to the Orange Avenue Address.

Thank you for your assistance in this matter.

Very truly yours,
KIMBROUGH & KOACH, LLP



Kraig H. Koach

KHK/lms
Enclosure

Articles of Incorporation
of
Roger W. Roszell Scholarship Fund, Inc.

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The undersigned directors of the corporation hereby adopt the following Articles of Incorporation under the laws of the State of Florida as follows:

ARTICLE I

The name of this corporation is **Roger W. Roszell Scholarship Fund, Inc.** The principal address for **Roger W. Roszell Scholarship Fund, Inc.** is 3539 Green View Court, Sarasota, FL 34231.

ARTICLE II

The date when corporate existence shall commence shall be the date of filing of these Articles with the Department of State and the corporation shall have perpetual existence thereafter.

ARTICLE III

This Corporation is organized pursuant to Florida Statutes Section 617.0301 for any lawful purpose not for pecuniary profit and not specifically prohibited to corporations under other laws of this state. Such purposes include but are not limited to, charitable, benevolent, eleemosynary, educational, historical, civic, patriotic, literary, cultural and commercial, including, for such purposes, the making of distributions to individuals and to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV

The corporation shall have power to:

- (1) Have succession by its corporate name for the period set forth in Article II above.
- (2) Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

- (3) Adopt, use, and alter a common corporate seal. However, such seal must always contain the words "corporation not for profit."
- (4) Elect or appoint such officers and agents as its affairs shall require.
- (5) Adopt, change, amend, and repeal bylaws, not inconsistent with law or its articles of incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers.
- (6) Increase, by a vote cast as the bylaws may direct, the number of its directors so that the number shall not be less than three but may be any number in excess thereof.
- (7) Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income.
- (8) Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this act in any state, territory, district, or possession of the United States or any foreign country.
- (9) Purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated.
- (10) Acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein.
- (11) Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets.
- (12) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, convey, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof.
- (13) Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds loaned or invested except as prohibited by s. 617.0833.
- (14) Have and exercise all powers necessary or convenient to affect any or all of the purposes for which the corporation is organized.

However notwithstanding anything in these Articles of Incorporation to the contrary, no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Third 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 or in opposition to 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, 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, or the corresponding section of any future federal tax code.

ARTICLE V

The street address of the initial registered office of this corporation is **3539 Green View Court, Sarasota, FL 34231**, and the name of its registered agent at such address is **Roger W. Roszell**.

ARTICLE VI

The corporation shall have a board of directors consisting of at least three or more individuals.

- (1) The number of directors may be increased or decreased from time to time by amendment or in the manner provided in the bylaws, but the corporation must never have fewer than three directors.
- (2) Directors shall be elected or appointed in the manner and for the terms provided in the bylaws.
- (3) Directors may be divided into classes and the terms of office of the several classes need not be uniform. Each director shall hold office for the term to which he or she is elected or appointed and until his or her successor has been elected or appointed and qualified or until his or her earlier resignation, removal from office, or death.

ARTICLE VII

The names and street addresses of the Directors and Incorporators of these Articles of Incorporation are:

Joseph Scarano, MD
6142 9th Ave Cir. NE
Bradenton, FL 34212

Lena Cambis O'Neil
6327 Yellowtop Drive
Lakewood Ranch, FL 34202

Diana VerHulst
6579 Glacier Avenue
North Port, FL 34291

Sean O'Neil
6327 Yellow Top Drive
Lakewood Ranch, FL 34202

Roger W. Roszell
3539 Green View Court
Sarasota, FL 34231

ARTICLE VIII

The power to adopt, alter, or amend the Bylaws shall be vested in the Board of Directors of this corporation.

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X

Upon the dissolution of this corporation, the assets of this corporation 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 a 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.

IN WITNESS WHEREOF, the undersigned Director has executed these Articles of Incorporation this 1st day of September, 2011.


ROGER W. ROSZELL, Director

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM SERVICE MAY BE SERVED.

In pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First, that Roger W. Roszell Scholarship Fund, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at City of Sarasota, County of Sarasota, State of Florida, has named ROGER W. ROSZELL, 3539 Green View Court, Sarasota, FL 34231, as its agent to accept service of process within this State.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned hereby accepts the designation as registered agent of the above Corporation. I accept the duties and obligations of Section 607.0505 Florida Statutes and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


ROGER W. ROSZELL

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