

**LAW OFFICES
HOEKQUIST & HAND**
An Association of Attorneys & Professional Administrators
Not a Partnership

SECRET
TALLAHASSEE
P.O. BOX 6327
TALLAHASSEE, FL 32304-6327

CHARLES E. HOEKQUIST, P.A.
RONALD M. HAND, P.A.

Reply to
Post Office Box 632637
Kissimmee, FL 34741-6327

Waterfront Square
221 E. Ruby Avenue
Kissimmee, FL 34741
Voice: (407) 846-6133
FAX: (407) 846-3664

3191 Maguire Blvd., Suite 167
Orlando, FL 32803
Voice: (407) 896-5440
FAX: (407) 896-5443

N9500001507

Corporate Records Bureau
Division of Corporations
DEPARTMENT OF STATE
Post Office Box 6327
Tallahassee, FL 32301

1-800-442-4444
1-800-442-4444
4444111100 4444111100

Re: TERRY STEWART MEMORIAL SCHOLARSHIP FUND, INC.

Dear Sir or Madam:

Enclosed is the signed original and one signed copy of the Articles of Incorporation of the above-noted corporation. We have also enclosed our check in the amount of \$122.50 for the filing and certified copy fees.

Please process the enclosed Articles at your earliest convenience and return the certified copy of same to this office in the envelope provided herewith.

Thank you very much for your assistance in this matter. Should have any questions, please feel free to call.

Very truly yours,

RONALD M. HAND

RMH/gh
Enclosures: Articles of Incorporation (2)
Money Order No. 01361688
Return Envelope

17/94

12

11/11/94
- 11/11/94

ARTICLES OF INCORPORATION
OF
TERRY STEWART MEMORIAL SCHOLARSHIP FUND, INC.
A FLORIDA NONPROFIT CORPORATION

55-11330-14-209
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

In compliance with the requirements of Florida statutes, the undersigned Subscribers hereby file the Articles of Incorporation of TERRY STEWART MEMORIAL SCHOLARSHIP FUND, INC.

ARTICLE I
NAME

The name of the corporation is TERRY STEWART MEMORIAL SCHOLARSHIP FUND, INC. hereafter called the "Fund".

ARTICLE II
STATEMENT OF CORPORATE NATURE AND
POWERS OF THE CORPORATION

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Corporation Not for Profit Law set forth in Part I of Chapter 617 of the Florida Statutes and it shall have such powers as described in Florida Statutes Section 617.0302 and 617.0303 and any additions and amendments thereto.

ARTICLE III
LOCATION OF PRINCIPAL OFFICE
AND IDENTIFICATION OF REGISTERED AGENT

The principal office for the transaction of the business of this corporation is to be located at 100 Lakeshore Blvd., Kissimmee, Osceola County, Florida 34741.

ARTICLE IV
MAILING ADDRESS

The mailing address of the principal office of this corporation is 100 Lakeshore Drive, Kissimmee, Florida 34741.

ARTICLE V
REGISTERED AGENT

RANDY FISHER, whose address is 100 Lakeshore Blvd, Kissimmee, Osceola, County, Florida 34741, is hereby appointed the initial registered agent of the Fund.

ARTICLE VI
GENERAL AND SPECIFIC PURPOSES

A. The general purposes for which this corporation is formed are to operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent federal tax laws including, for such purposes, the making of distribution to organizations which qualify as tax-exempt organization under that Code.

B. The specific and primary purposes for which this corporation is formed are to operate for the advancement of charity, improve the quality of life of low income children and for other charitable purposes, by the distribution of its funds for such purposes, and particularly for the improvement of life of low income children of the community.

C. This corporation shall not, as a substantial part of its activities, carry on propaganda, or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE VII
MEMBERSHIP

The corporation shall have a membership distinct from the Board of Trustees. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be set forth in the Bylaws.

ARTICLE VIII
AUTHORIZED CAPITAL STOCK DIVIDENDS

A. This corporation shall be authorized to issue 7500 shares of stock having no par value.

B. All stock certificates issued by the corporation shall contain a statement on the face thereof that it is a nonprofit corporation and a description of any preferential rights of stockholders. If such shares are restricted as to their sale or purchase, the stock certificate, shall bear a legend stating that such shares are restricted in the manner described in the bylaws or any agreement between the shareholders, and that a copy of such bylaws or agreement shall be

provided to all stockholders.

C. Except as otherwise prescribed by Florida law, each share shall entitle the holder thereof to one vote.

ARTICLE IX MANAGEMENT OF CORPORATE AFFAIRS

A. BOARD OF TRUSTEES. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Trustees. The number of trustees of the corporation shall be seven (7); provided, however, that such number may be changed by a bylaw duly adopted by the members.

The trustees named herein as the first Board of Trustees shall hold office until the first meeting of the members, which will be within thirty (30) days from the date of incorporation, at 10:00 o'clock a.m. at 100 Lakeshore Blvd., Kissimmee, Florida at which time an election of trustees shall be held.

Trustees elected at the first annual meeting, and at all times thereafter, shall serve for a term of two (2) years until the second annual meeting of members following the election of trustees and until the qualification of the successors in office. Annual meetings shall be held at 10:00 o'clock a.m. on the second Monday in February of each year at the principal office of the corporation, or at such other place or places as the Board of Trustees may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Trustees under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the trustees. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Trustees without a meeting and that the Articles of Incorporation (and bylaws) of this corporation authorize the trustees to so act. Such a statement shall be *prima facie* evidence of such authority.

The names and addresses of such first members of the Board of Trustees are as follows:

RANDY FISHER
100 Lakeshore Boulevard
Kissimmee, Florida 34741

FRANCIS STEWART
315 DeSoto Circle
Orlando, Florida 32804

B. CORPORATE OFFICERS. The Board of Trustees shall elect the following officers: President, Vice-President, Treasurer and Secretary, and such other officers as the Bylaws of this corporation may authorize the Trustees to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Trustees. Until such election is held, the following persons shall serve as corporate officers:

RANDY FISHER, PRESIDENT
FRANCIS STEWART, SECRETARY

ARTICLE X
DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to the furtherance of improvement of the quality of life to low income children in Osceola County, Florida 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. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any actives or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE XI
DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed by the Board of Trustees to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for religious or charitable purposes and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, or corresponding provision of any subsequent federal tax laws.

ARTICLE XII
AMENDMENTS

A. ARTICLES OF INCORPORATION. Amendment of these Articles of Incorporation may be proposed by a resolution adopted by the Board of Trustees and presented to a quorum of members for their vote. Amendments may be adopted by the vote of two-thirds of a quorum of members of the corporation.

B. BYLAWS. Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not for Profit Law of Florida, concerning corporation action that must be authorized or approved by the members of the corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Trustees or by following the procedure set forth therefor in the Bylaws.

ARTICLE XIII DURATION

The corporation shall exist perpetually.

ARTICLE XIV SUBSCRIBERS

The names and residences of the Subscribers hereto are as follows:

RANDY FISHER
100 Lakeshore Boulevard
Kissimmee, Florida 34741

FRANCIS STEWART
315 DeSoto Circle
Orlando, Florida 32804

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the Subscribers of this Corporation, have executed these Articles of Incorporation this 9th day of June, 1994.

Randy H. Fisher
RANDY FISHER

Francis Stewart
FRANCIS STEWART

STATE OF FLORIDA
COUNTY OF OSCEOLA

The foregoing instrument was personally acknowledged before me this 9th day of June, 1994, by RANDY FISHER and FRANCIS STEWART, who are personally known to me or who has produced Florida Driver's License as identification and who did take an oath.

Virginia A. Hand
NOTARY PUBLIC

Virginia A. Hand
Printed Notary Signature



ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been designated as the Registered Agent for TERRY STEWART MEMORIAL SCHOLARSHIP FUND, INC., I hereby accept the designation and agree to act as the Registered Agent of said non-profit corporation.

Randy J. Fisher
Randy Fisher

Dated this 5th day of December 1994.

95 MAR 30 PM 2:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPLICATION
FOR
REINSTATEMENT

FLORIDA DEPARTMENT OF STATE

Sandra B. Martin
Secretary of State

DIVISION OF CORPORATIONS

APPROVED
AND
FILED

DOCUMENT # N95000001507

3. Corporation Name

TERRY STEWART MEMORIAL SCHOLARSHIP FUND, INC.

Principal Place of Business
100 LAKESHORE BLVD.
KISSIMMEE FL 34741

Mailing Address

100 LAKESHORE BLVD.
KISSIMMEE FL 34741



96 OCT 18 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6. If above addresses are incorrect in any way,圈 through incorrect information and enter correction below
2. New Principal Office Address, If Applicable

3. New Mailing Office Address, If Applicable

03/30/1995

Suite, Apt. #, Etc.

Suite, Apt. #, Etc.

Applied For
Not Applicable

City & State

City & State

Zip

Zip

Country

7. Name and Street Address of Each Officer and/or Director. (Florida nonprofit corporations must list at least 3 directors)

Name of Officers
and/or Directors

Street Address of Each
Officer and/or Director
(Do NOT Use Post Office Box Numbers)

City / State / Zip

1. FISHER, RANDY

100 LAKESHORE BLVD.

KISSIMMEE FL 34741

2. STEWART, FRANCIS

315 DESOTO CIRCLE

ORLANDO FL 32804

3. Caldwell, Chris

100 Lakeshore Blvd.

Kissimmee, FL 34741

900001985709--4
-10/25/96--01036--001
*****236-25*****236-25

8. Name and Address of Current Registered Agent

9. Name and Address of New Registered Agent

FISHER, RANDY
100 LAKESHORE BLVD.
KISSIMMEE FL 34741

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, Etc.

City

State Zip Code
FL

CR2040 (7-96)

10. I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.

Signature of
Registered Agent

Randy S. Fisher
REGISTERED AGENT MUST SIGN

Date

9-18-96

11. Does this corporation pay any intangible tax to the
Dept. of Revenue under S. 199.032, Florida Statutes. Yes No

(See other side for information
on Intangible tax.)

12. I certify that I am an officer or director or the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application, the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., that all fees owed by the corporation have been paid and the names of individuals listed on this form do not qualify for an exemption under section 119.07(3)(i), F.S. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

SIGNATURE: *Frances R. Stewart* Frances R. Stewart 9/18/96 407-841-6603
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR
Daytime Phone #
0093640 AF