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TELECOPIER
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April 13, 1995

Corporate Records Bureau
Division of Corporation
DEPARTMENT OF STATE
P.O. Box 6327
Tallahassee, FL 32314

RE: BILLY SAUER SCHOLARSHIP FUND, INC.

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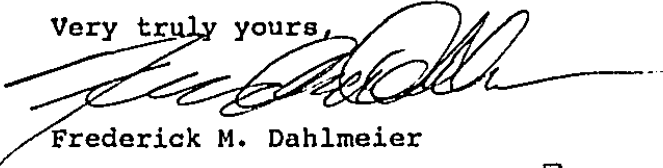
Gentlemen:

Enclosed please find original and one copy of the Articles of Incorporation for the above-named corporation (A NOT FOR PROFIT CORPORATION), together with our firm check in the amount of \$122.50 to cover the following:

Filing fee	\$35.00
Registered Agent Designation	35.00
Certified copy of Articles	<u>52.50</u>
TOTAL	\$122.50

Please file the original Articles of Incorporation and return the certified copy to my attention at the above address. A stamped, addressed envelope is enclosed for your convenience.

Very truly yours,



Frederick M. Dahlmeier

FMD:jg
Encs.

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

OF

BILLY SAUER SCHOLARSHIP FUND, INC.
(A Not For Profit Corporation)

The undersigned, acting as incorporators under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation for BILLY SAUER SCHOLARSHIP FUND, INC.

ARTICLE I - NAME

The name of the corporation shall be BILLY SAUER SCHOLARSHIP FUND, INC.

ARTICLE II - DURATION

The corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The nature of the benefit is for the contribution to financially needy eleventh and twelfth grade high school students for tuition and other direct educational expenses.

ARTICLE IV - PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of this corporation is: 5825 Sundance Court, Jupiter, FL 33458, and the mailing address of this corporation is the same.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5825 Sundance Court, Jupiter, FL 33458, and, the name of the initial registered agent of this Corporation at such address is MARIA A. WILSON.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The method of election of the Board of Directors are stated in the Bylaws. The number of directors constituting the initial Board

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of Directors are three and their names and addresses are:

WILLIAM P. SAUER, JR. 302 Sabal Palm Lane
Palm Beach Gardens, FL 33418

MARIA A. WILSON 5825 Sundance Court
Jupiter, FL 33458

CASEY L. SAUER 5825 Sundance Court
Jupiter, FL 33458

ARTICLE VII - BY-LAWS

The By-Laws of this corporation may be adopted, altered, amended or repealed by the directors.

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE IX - INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are:

WILLIAM P. SAUER, JR. 302 Sabal Palm Lane
Palm Beach Gardens, FL 33418

MARIA A. WILSON 5825 Sundance Court
Jupiter, FL 33458

CASEY L. SAUER 5825 Sundance Court
Jupiter, FL 33458

ARTICLE X - GENERAL PROVISIONS

Notwithstanding any other provision of these Articles, neither this corporation nor any of its directors, officers, employees, or representatives shall carry on any activities or take any actions on behalf of the corporation which are not permitted to be carried on by an organization exempt from federal income tax under §501(c)(3) of the Internal Revenue code of 1986, as amended, or the corresponding provision of any future United States Internal

Revenue law, or by any organization, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

On the dissolution of this corporation the Board of Directors shall dispose of all of the assets of this corporation exclusively for the purposes of this corporation in the manner or to the organization or organizations that are organized and operated exclusively for charitable, educational, religious or scientific purposes and that shall at the time qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law, after paying or making provisions for the payment of all liabilities of this corporation. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county where the principal office of this corporation is then located exclusively for the purposes or to the organizations that the court determines are organized and operated exclusively for charitable, educational, religious or scientific purposes. No private individual shall share in the distribution of any corporate assets upon dissolution of the corporation.

This corporation shall not apply accumulation of income in any manner which may subject it to denial of exemption as provided under §504 of the Internal Revenue code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

This corporation shall not merge or consolidate with any

corporation which is not an exempt organization as defined under §501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue law.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the directors is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 29th day of March, 1995.

William P. Sauer, Jr.
WILLIAM P. SAUER, JR.
Incorporator

Maria A. Wilson
MARIA A. WILSON
Incorporator

Casey L. Sauer
CASEY L. SAUER
Incorporator

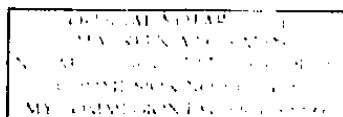
STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized in the State and County aforesaid, personally appeared WILLIAM P. SAUER, JR., MARIA A. WILSON, and CASEY L. SAUER, who are personally known to me and who are known to be the persons who executed the foregoing Articles of Incorporation as Incorporators, and who did not take an oath.

WITNESS my hand and official seal in the County and State last aforesaid this 29th day of March, 1995.

Maureen R. Donalds
Notary Public, State of Florida at Large

(Print or type name of Notary)



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with §48.091, Florida Statutes, the following is submitted:

1. That BILLY SAUER SCHOLARSHIP FUND, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Palm Beach Gardens, County of Palm Beach, State of Florida, has named MARIA A. WILSON, located at 5825 Sundance Court, Jupiter, FL 33458, as its Registered Agent to accept service of process within Florida.

By:

Maria A. Wilson
MARIA A. WILSON

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

DATED this 29 day of March, 1995.

Maria A. Wilson
Registered Agent
MARIA A. WILSON

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