

LAW OFFICES OF
Carol B. Haight
A PROFESSIONAL ASSOCIATION

N96000000648

BOGA PLAZA - SUITE 300
370 WEST CAMINO GARDENS BOULEVARD
Boca Raton, Florida 33432
TELEPHONE (407) 362-8100
FAX (407) 362-0764

January 31, 1996

The Office of The Secretary of State
409 East Gaines Street
Tallahassee, Florida 32399

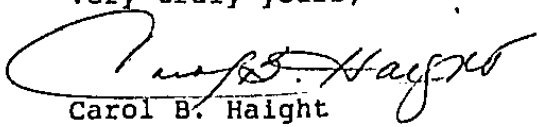
Re: Filing Articles of Incorporation:
THE CHRISSY COOPER MEMORIAL SCHOLARSHIP
FOR CYSTIC FIBROSIS FOUNDATION, INC.

300001705209
-02/02/96--01060--001
*****70.00 *****70.00

Dear Sir:

Enclosed for filing are original Articles of Incorporation for the above-referenced corporation. Please file the Articles and time-stamp and return the additional copy to me in the enclosed stamped, self-addressed envelope. Enclosed is a check for the filing fee. Should you have any question concerning the enclosed, please call me at 407-362-9100 or FAX me at 407-362-0764; or 407-750-7959. Thank you for your usual, kind assistance.

Very truly yours,


Carol B. Haight
CBH:sme
Enclosures

18N FEB 1 1996

TALLAHASSEE, FLORIDA

96FEB-2 AM 10:05

FEB 1 1996

FILED

96 FEB -2 AM 10:05

ARTICLES OF INCORPORATION
OF

TALLAHASSEE, FLORIDA

THE CHRISSY COOPER MEMORIAL SCHOLARSHIP FOR CYSTIC FIBROSIS
FOUNDATION, INC.

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation of such corporation:

ARTICLE I.
NAME

The name of this Corporation is The Chrissy Cooper Memorial Scholarship For Cystic Fibrosis Foundation, Inc. The mailing address and principal office of this Corporation shall be located at:

5030 Champion Boulevard
Suite 6-296
Boca Raton, Florida 33496

or at such other place as the Board of Directors may from time to time designate.

ARTICLE II.
TERM OF EXISTENCE

This Corporation shall have perpetual existence and the corporate existence shall commence as of the date and time of the filing of these Articles of Incorporation by the Department of State .

ARTICLE III.
PURPOSE

The Corporation is organized exclusively for charitable and educational purposes, including, but not limited to, the following:

To conduct and to administer funds to award scholarships and assistance to undergraduate and/or graduate students of accredited institutions of higher learning who have Cystic Fibrosis; to encourage students to pursue further education; and To acquire, take, receive, purchase, own, hold, use, manage, lease, mortgage, pledge, encumber, sell and convey, or otherwise dispose of any property, including, but not limited to,

real, personal and mixed, tangible and intangible; to receive donations, subscriptions and contributions; and to make donations and distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed 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 herein stated. 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 publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for political office.

To have and exercise all other corporate rights and powers and to do all lawful acts necessary or desirable to carry out its purposes, consistent with these Articles of Incorporation, the laws of the state of Florida (as they now exist or from time to time may be amended), and Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

Notwithstanding any other provisions of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

This Corporation shall have no capital stock and shall not pay any dividends.

ARTICLE IV.

QUALIFICATION OF MEMBERS MANNER OF THEIR ADMISSION AND AUTHORITY

The qualification of members and the manner of their admission shall be governed by the Bylaws of this Corporation.

ARTICLE V. DIRECTORS

This Corporation shall have four (4) Directors initially. The number of Directors may be increased or decreased from time to time by resolution of the Board of Directors but shall never be less than three (3). The Directors shall be chosen as set forth in the Bylaws of this Corporation and shall have such powers and duties as may be set forth in the Bylaws of this Corporation.

ARTICLE VI.
INITIAL BOARD OF DIRECTORS

The initial Directors of this Corporation are as follows:

Donald R. Cooper, PhD.
College of Urban and Public Affairs
Florida Atlantic University
220 SE 2nd Avenue
Fort Lauderdale, Florida 33401

Pamela R. Cooper
IBM Consulting Group
Route 9, Town of Mt. Pleasant
N. Tarrytown, New York 10591

Carol B. Haight, Esquire
Boca Plaza, Suite 300
370 West Camino Gardens Boulevard
Boca Raton, Florida 33432

Sue S. Goldfinger, M.D.
Medica Director, Cystic Fibrosis Center
St. Mary's Hospital
901 45th Street
West Palm Beach, Florida 33407

and each shall hold his respective office until his successor is duly elected and qualified.

ARTICLE VII.
ASSETS UPON DISSOLUTION

In the event this Corporation is dissolved, the residual assets of the Corporation will be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954, or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusive public purpose. Any such assets not so disposed of shall be disposed of exclusively for such purposes by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII.
INCORPORATOR

The name and address of the Incorporator is as follows:

Carol B. Haight
Boca Plaza, Suite 300
370 West Camino Gardens Blvd.
Boca Raton, Florida 33432

ARTICLE IX. INITIAL REGISTERED AGENT

The name and street address of the initial registered agent is as follows:

Carol B. Haight
Boca Plaza, Suite 300
370 West Camino Gardens Blvd.
Boca Raton, Florida 33432

IN WITNESS WHEREOF, I have made and executed these Articles of Incorporation, for the purpose of forming this Corporation not for profit under the laws of the state of Florida, this 31st day of January, 1996.


Carol B. Haight, Incorporator

ACCEPTANCE

I HEREBY ACCEPT the appointment to act in the capacity of Registered Agent and agree to comply with the provision of the laws of the State of Florida relative to keeping said officers open.


Carol B. Haight

FILED
56 FEB -2 1996
TALLAHASSEE, FLORIDA