

N96000005219

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December 31, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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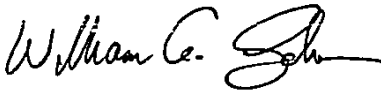
*****35.00 *****35.00

Dear Sir or Madam:

Please find enclosed an amended and restated articles of incorporation for the Susan Hitzler-Schell Foundation, Inc. and a check for the filing fee of \$35.00. Please file and return a copy to this office.

Thank you for your cooperation.

Sincerely,



William A. Johnson, Esq.

enclosures

Post. Art
5/1/97

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JAN 28 PM 1:15

FILED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 15, 1997

William A. Johnson, Esq.
6767 N. Wickham Rd.
Suite 400F
Melbourne, FL 32940

SUBJECT: SUSAN HITZLER SCHELL FOUNDATION, INC.
Ref. Number: N96000005219

We have received your document for SUSAN HITZLER SCHELL FOUNDATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Restated Articles of Incorporation.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 997A00002016



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 24, 1997

William A. Johnson, Esq.
6767 N. Wickham Rd.
Suite 400F
Melbourne, FL 32940

SUBJECT: SUSAN HITZLER SCHELL FOUNDATION, INC.
Ref. Number: N96000005219

We have received your document for SUSAN HITZLER SCHELL FOUNDATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 797A00003648

**THE RESTATED
ARTICLES OF INCORPORATION
OF
SUSAN HITZLER SCHELL FOUNDATION, INC.**

FILED
97 JAN 28 PM 1:15
TALLAHASSEE, FLORIDA

The undersigned subscribers to these articles of incorporation adopt these articles to form a not-for-profit corporation under the Florida Not-For-Profit Corporation Act, F.S. Chapter 617, and other laws of the State of Florida.

**ARTICLE I
Name**

The name of the corporation is **Susan Hitzler Schell Foundation, Inc.**

**ARTICLE II
Principal Office**

The initial principal office and mailing address of this corporation are;

449 Springlake Drive
Melbourne, Florida 32940

**ARTICLE III
Purpose**

The corporation may engage in any activity or business permitted under the laws of the United States and this state pursuant to its exclusive purpose of providing financial aid to deserving students, under the criteria as set forth by the corporations board of directors, to attend accredited institutions of higher learning. The object and goal of this corporation is to make possible the attainment of a higher education by those wishing to attend an institution of higher learning of their choice.

All the powers of the corporation shall be limited to those authorized by Section 501(c)(3) of the Internal Revenue Code.

- A. The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.

- B. Notwithstanding any other provisions of these articles, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or any future United States Internal Revenue law.
- C. Upon the dissolution of the corporation, the corporate assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or any future United States Internal Revenue law or shall be distributed to such federal, 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.

The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future revenue code.

The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or any corresponding section of any future federal tax code.

The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV

Terms of Existence

The corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE V

Membership

The corporate members shall be the officers and the board of directors..

ARTICLE VI
Registered Office and Agent

The name and address of the initial registered office of this corporation is:

William A. Johnson
6767 N. Wickham Rd., Suite 400F
Melbourne, Florida 32940

ARTICLE VII
Board of Directors

The business of the corporation shall be managed by its board of directors. The initial board of directors shall consist of three directors and shall never be fewer than three directors. The directors shall be elected in accordance with the corporation's bylaws. The name and address of the members of the first board of directors are:

Leila J. Hitzler
449 Springlake Drive
Melbourne, FL 32940

Howard Francis Hitzler
449 Springlake Drive
Melbourne, FL 32940

Jason M. Schell
2601-799-87
3/7 Weapons Company
Scout Sniper Platoon
1st Marine Division
29 Palms, CA 92278

ARTICLE VIII
Officers

The corporation shall have a President, Vice President and a Secretary/Treasurer. The officers shall be elected in accordance with the corporation's bylaws. The name and address of the initial officers of the corporation, who will hold office until their successors are duly elected and qualified are:

Leila J. Hitzler	President	449 Springlake Drive Melbourne, FL 32940
Howard Francis Hitzler	Secretary/Treasurer Vice President	449 Springlake Drive Melbourne, FL 32940

ARTICLE IX
Subscribers

The name and address of the persons signing these articles of incorporation as a subscribers are:

Leila J. Hitzler

449 Springlake Drive
Melbourne, FL 32940

Howard Francis Hitzler

449 Springlake Drive
Melbourne, FL 32940

ARTICLE X
Amendment

The corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law.

ARTICLE XI
Dissolution

Upon dissolution of this corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which shall then be qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or to the federal, state, or local government for a public purpose, and none of the assets shall be distributed to any member, officer, or director of the corporation.

IN WITNESS WHEREOF, the undersigned directors verify and state that these are the duly amended and executed amended articles of incorporation on this 8th day of November, 1996.

Restated Articles of Incorporation
was adopted by the board of directors
and does not contain any amendments
requiring member approval.

Leila J. Hitzler
LEILA J. HITZLER

Howard Francis Hitzler
HOWARD FRANCIS HITZLER

Jason M. Schell
JASON M. SCHELL