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James G. Farr
ATTORNEY AT LAW

October 29, 1997

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

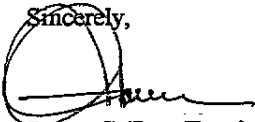
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*****70.00 *****70.00

Re: Scholarship House, Inc.

Dear Sir/Madam:

Enclosed please find Articles of Incorporation in duplicate for the above corporation together with my check in the amount of \$70.00 for the filing fee. Please file the Articles and return to me a copy of same at your earliest convenience. Thank you for your attention to this matter.

Sincerely,



James G. Farr, Esquire

Jgf
Encl

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97 NOV -3 PM 12:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

me 11/4/97

ARTICLES OF INCORPORATION
OF
SCHOLARSHIP HOUSE, INC.
A Non-Profit Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby associate themselves to form a non-profit corporation for educational purposes under the provisions of Chapter 617, Florida Statutes, and adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be: SCHOLARSHIP HOUSE, INC. The street address of the initial registered and principle office of the corporation shall be: 1502 W. Fletcher Avenue, Suite 101, Tampa, FL 33612 and the initial registered agent at such address shall be JAMES G. FARR.

ARTICLE II

The corporation shall not be operated for pecuniary profit but exclusively to conduct, support, encourage, and assist such charitable, scientific, literary, educational, and other programs and projects as are described in Sections 170 (c)(2)(b), 501 (c)(3), 2055 (a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws (the "Code"). Such purposes may include, but are not limited to, the following:

Section 1. To aid, encourage, promote, and contribute to the education of members and candidates of Sigma Nu Fraternity, Inc. (the "Fraternity").

Section 2. To provide educational opportunities and advantages to such members and candidates.

Section 3. To provide scholarships, fellowships, grants, loans, and financial assistance to or for such members and candidates in furtherance of their educations.

Section 4. To provide on campus housing on a grant or scholarship basis to members and candidates of the Fraternity who are full time students in furtherance of their education.

Section 5 To support, assist, encourage, and promote the exclusively educational and charitable goals of the Fraternity.

ARTICLE III

Notwithstanding any other provision of these Articles, neither the Board of Trustees nor the Corporation shall have the power or authority to do any act that will prevent the Corporation from being an organization described in Sections 170(c)(2)(b), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Code. Subject to the foregoing statement, and subject to and in furtherance of the purposes for which it is organized, the Corporation shall possess all of the rights, privileges, and powers conferred by law and, in addition, the following rights, privileges, and powers:

Section 1. To indemnify any person against liability and expenses, and to advance the expenses incurred by such person, in connection with the defense of any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise, and whether formal or informal, to the fullest

extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law.

Section 2. To cease its activities and to dissolve and surrender its corporate franchise.

ARTICLE IV

All the assets and earnings shall be used exclusively for the purpose hereinabove set out, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any private shareholder or individual. Upon dissolution of the corporation and liquidation of its assets, no part of the funds or property of the corporation shall be distributed to or among its members but, after payment of its indebtedness, its net assets shall be transferred to Sigma Nu Educational Foundation, Inc., an Indiana Corporation, Box 1869, Lexington, Virginia 24450, to be used only for educational purposes, or to an organization that is exempt under Section 501(c)(3) of the Code, as designated by a majority of the Board of Trustees.

ARTICLE V

This corporation shall have perpetual existence which shall commence upon filing hereof with the office of the Secretary of State.

ARTICLE VI

The name and address of the subscriber of these Articles is as follows:

James G. Farr
1502 W. Fletcher Ave., Suite 101
Tampa, FL 33612

ARTICLE VII

The affairs of the corporation shall be managed by a Board of Trustees the number of which shall be specified in the corporate By-Laws. Unless otherwise provided in the corporate By-Laws, trustees shall be elected at the annual meeting of trustees and officers shall likewise be elected at the annual meeting of trustees. The corporate By-Laws may provide for trustees to serve staggered terms of office. The affairs of the Corporation shall be subject to the following provisions:

Section 1. Notwithstanding any other provision of these Articles, if for any taxable year the Corporation is deemed a "private foundation" describe in Section 509(a) of the Code, the Corporation shall make distributions at such time and in such manner as not to subject the Corporation to the tax imposed by Section 4942 of the Code.

Section 2. Notwithstanding any other provision of these Articles, if at any time the Corporation is deemed a "private foundation" described in Section 509(a) of the Code, the Corporation shall not:

- 2.1. Engage in any act of self-dealing as defined in Section 4941(d) of the Code;
- 2.2. Retain any excess business holdings as defined in Sections 4943(c) of the Code;
- 2.3. Make any investment in such manner as to subject the Corporation to tax under Section 4944 of the Code; or
- 2.4. Make any taxable expenditure as defined in Section 4945(d) of the Code.

Section 3. Except as otherwise permitted by Section 501(h) of the Code, no substantial part of the activities of the Corporation shall be or consist of carrying on propaganda, or otherwise attempting, to influence legislation.

Section 4. The Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 5. Subject to the provisions of these Articles and applicable law, the Board of Trustees shall have complete and plenary power to manage, control, and conduct all the affairs of the Corporation.

ARTICLE VIII

The corporation shall have Four (4) trustees initially. The names and addresses of the members of the first Board of Trustees, who are to serve until the first annual meeting, are as follows:

<u>Name</u>	<u>Address</u>
James G. Farr	1913 Lake Platt Lane, Tampa, FL 33618
John C. Greer, Jr.	2115 Magdelene Manor Dr., Tampa, FL 33613
Charles M. Santana	2215 Tanglewood Way, Brandon, FL 33511
James Harvey	6615 Buttonbush Ct., Bradenton, FL 34202

The trustees shall constitute the membership of the corporation.

ARTICLE IX

The Board of Trustees may, by provision in the By-Laws or by resolution passed by a majority of the Board of Trustees, designate three or more Trustees to constitute an Executive Committee, which Committee shall have the power to manage the affairs of

the corporation, and such other powers as may be delegated to it by the Board of Trustees and provided in the By-Laws. A majority of the Executive Committee shall be sufficient to exercise all of its powers.

ARTICLE X

The By-Laws of the corporation shall be made, altered or rescinded by a majority vote of a quorum of Trustees present at any regular or special Board meeting, as defined in the By-Laws.

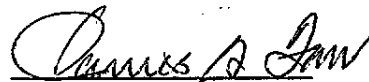
ARTICLE XI

The Articles of Incorporation may be amended by a majority vote of the Board of Trustees present at any regular or special meeting of the corporation, subject to quorum requirements set forth in the By-Laws. Any such amendment shall be consistent with the provisions of Section 501(c)(3).

ARTICLE XII

The corporation shall have no capital stock, pay no dividends and distribute no part of its income to its members, trustees or officers. The private property of the subscribers, trustees officers and members shall not be liable for the debts or contractual obligations of the corporation.

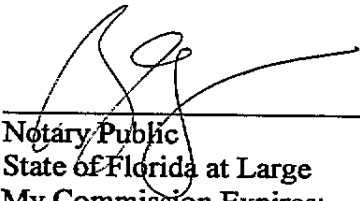
IN WITNESS WHEREOF, I have subscribed and acknowledged the foregoing Articles of Incorporation to be filed with the office of the Department of State of Florida, this 29th day of October, 1997.


JAMES G. FARR

THE STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

I HEREBY CERTIFY that on this 29th day of October, 1997, before me, the undersigned authority, personally appeared JAMES G. FARR, known to me to be the person described in and who executed the foregoing instrument, and acknowledged to me that he executed the same for the uses and purposes therein stated.

PHYLLIS REHFUS
Notary Public, State of Florida
My comm. expires Mar. 6, 2000
No. CC537996



Notary Public
State of Florida at Large
My Commission Expires:

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

FIRST: That SCHOLARSHIP HOUSE, 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 Tampa, County of Hillsborough, State of Florida, has named JAMES G. FARR of 1502 W. Fletcher Ave., Suite 101, Tampa, FL 33612, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: Having been named as agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

DATED this 29th day of October, 1997.


JAMES G. FARR

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA