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HOLLAND & KNIGHT

Requestor's Name	
315 SOUTH CALHOUN STREET	
Address	
Tallahassee, Florida 32301	
City/State/Zip	Phone #
	224-7000

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- Theodore R. and Vivian M. Johnson Scholarship Foundation, Inc
(Corporation Name) (Document #)
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(Corporation Name) (Document #)

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TALLAHASSEE, FLORIDA

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<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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DIVISION OF CORPORATION

Dmc, 27-98

Examiner's Initials	
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

**THEODORE R. AND VIVIAN M. JOHNSON
SCHOLARSHIP FOUNDATION, INC.**

The undersigned, as an incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts these articles of incorporation.

ARTICLE 1

Name

1.1 The name of the corporation is THEODORE R. AND VIVIAN M. JOHNSON SCHOLARSHIP FOUNDATION, INC.

ARTICLE 2

Initial Principal Address

2.1 The initial principal place of business and mailing address of the corporation is c/o Mr. Richard A. Krause, One Harvard Circle, West Palm Beach, Florida 33409.

ARTICLE 3

Nature and Purposes

3.1 *Nature and Succession*

A. The corporation is a private foundation and is not for pecuniary profit.

B. The corporation is the corporate successor to The Theodore R. and Vivian M. Johnson Scholarship Foundation, a private foundation trust [hereinafter "the Foundation Trust"] created by Theodore R. Johnson by trust agreement dated May 28, 1991, with which the assets of a trust created by Vivian M. Johnson under agreement dated May 21, 1987, as amended, have been merged pursuant to a Settlement Agreement dated December 15, 1993, and approved by order of the Circuit Court of the Fifteenth Judicial Circuit of Florida, in and for Palm Beach County, dated December 16, 1993. These articles of incorporation and the bylaws of the corporation are intended to and shall be deemed to reconcile and supersede all provisions of the aforementioned Settlement Agreement, the aforementioned trust agreements and amendments

thereto, and the wills and codicils of Theodore R. Johnson and Vivian M. Johnson applicable to the Foundation Trust.

C. The corporation shall take title to and possession of all assets transferred by and later acquired by or otherwise vested in the Foundation Trust and shall assume and be bound by all valid contracts entered into by the Foundation Trust.

D. The corporation will have perpetual duration.

3.2 Purposes. The purposes for which this corporation is formed are to provide funds for scholarships for certain categories of deserving and financially needy persons to enable them to attend institutions of higher learning that they otherwise might not be financially able to attend and to fulfill such other educational and charitable goals and objectives as the board of directors may deem appropriate.

ARTICLE 4

Limitations on Corporate Powers

4.1 Use of Funds. This corporation is formed as a not-for-profit corporation solely for charitable and educational purposes, and the corporation will engage in no activities, other than insubstantial ones, that do not further the purposes set forth in Article 3 hereof. No part of the corporation's net earnings will inure to the benefit of any director, officer, employee, or agent of the corporation. 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 federal tax code.

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

4.3 Excess Business Interests Prohibited. 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.

4.4 Jeopardy Investments Prohibited. The corporation will 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.

4.5 Lobbying Expenditures Prohibited. 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 5

Directors

5.1 Initial Directors. The affairs of the corporation will be managed by a board of directors pursuant to powers, duties, and responsibilities set forth in the corporation's bylaws. The board initially will comprise the following seven directors:

Mr. Theodore R. Johnson, Jr.
5300 South Mutiny Bay Road
P.O. Box 670
Freeland, Washington 98249-0670

Dr. Harold H. Johnson
3502 Mt. Bonnell Road
Austin, Texas 78731

Dr. Betsy Ancker-Johnson
3502 Mt. Bonnell Road
Austin, Texas 78731

Ms. Hilary Austen Johnson
2240 Ocean Street
Santa Cruz, California 95060

Dr. Donald E. Warren
223 Flagler Lane
West Palm Beach, Florida 33407

Mr. R. Malcolm Macleod
Patterson Palmer Hunt Murphy
10 Church Street
P.O. Box 1068
Truro, Nova Scotia
B2N 5B9 CANADA

Mr. Richard A. Krause
1679 Breakers West Boulevard
West Palm Beach, Florida 33411

5.2 Election of Directors. The directors of the corporation will be elected and will serve in accordance with provisions contained in the bylaws of the corporation.

ARTICLE 6

Membership

6.1 The corporation will have no membership.

ARTICLE 7

Initial Registered Agent

7.1 The initial registered agent of the corporation is Richard A. Krause, whose address is One Harvard Circle, West Palm Beach, Florida 33409.

ARTICLE 8

Incorporator

8.1 The subscriber to these articles of incorporation is Theodore R. Johnson, Jr., whose address is Post Office Box 670, Freeland, Washington 98249-0670.

ARTICLE 9

Dissolution

9.1 Upon dissolution of the corporation and after payment of its just debts and liabilities, all remaining assets of the corporation will be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 10

Amendment and Restatement

10.1 These articles of incorporation may be amended or restated by a two-thirds vote of the total number of directors in office at the time of a meeting for which proper notice, including notification of the proposed amendment, has been given.

EXECUTED on JANUARY 7, 1998

Witnessed by:

Nicole Sterba
Print Name: Nicole Sterba

Kay H. Stanley
Print Name: Kay H. Stanley

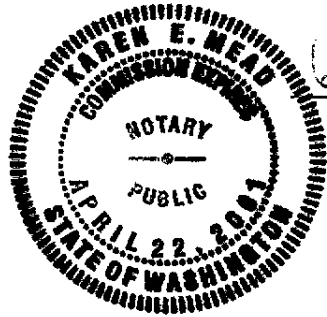
Theodore R. Johnson, Jr.
Theodore R. Johnson, Jr.
As Incorporator

Date: Jan 7, 1998

STATE OF Washington
COUNTY OF Island

The foregoing instrument was acknowledged before me on January 7, 1998, by **Theodore R. Johnson, Jr.** He is personally known to me or has produced a driver's license as identification.

(Notary Seal)



Karen E Mead
Print name: Karen E mead
Notary Public
My commission expires: 4-22-2001

**CERTIFICATE OF DESIGNATION OF ADDRESS
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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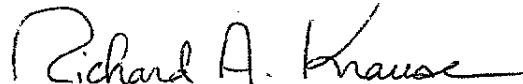
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Theodore R. and Vivian M. Johnson Scholarship Foundation, Inc., desiring to organize under Chapter 617, Florida Statutes, has named Richard A. Krause as its agent to accept service of process within the state of Florida.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-named corporation at One Harvard Circle, West Palm Beach, Florida 33409, I hereby agree to act in that capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of such position.

DATED January 26, 1998.


Richard A. Krause
Richard A. Krause