CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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ARTICLES OF INCORPORATION

OF



CLASS OF 1965 ALUMNI, INC.

The undersigned, for the purpose of forming a not for profit corporation under Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is CLASS OF 1965 ALUMNI, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 2840 Cady Way, Winter Park, Florida 32792.

ARTICLE III: PURPOSE

The purpose of the corporation is to provide scholarships for high school students.

ARTICLE IV: QUALIFICATION

The qualifications for members and the manner of their admission are stated in the bylaws of the corporation.

ARTICLE V: INITIAL REGISTERED OFFICE AND AGENT

The initial registered office and agent of the corporation is Ray Peacock, 2348 Sunset Point Road, Clearwater, Florida 33765.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The number of persons constituting the Board of Directors of the corporation is initially eight. The manner in which the directors are elected is stated in the corporate bylaws. The name and address of each person who is to serve as a member of the initial Board of Directors is

Lucia Arnold, 15 Pinewood Terrace E., Palm Harbor, Florida 34683
Don Prokes, 2840 Cady Way, Winter Park, Florida 32792
Marsha Nemeth, 11540 NW 32nd Manor, Sunrise, Florida 33323
Barbara Heimlich, 209 Grove St., Dunedin, Florida 34698
Bobbie Alpaugh, 1610 Skinner St., Lakeland, Florida 33801
Tony Tagarelli, 2481 Eagle Run Circle N., Clearwater, Florida 34620
Richard Bass, P.O. Box 2807, Homosassa, Florida 32647.

ARTICLE VII: NON-STOCK BASIS

The corporation is organized under a non-stock basis.

ARTICLE VIII: DISSOLUTION

In the event of dissolution, the residual assets of the corporation will be turned over 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.

ARTICLE IX: INCORPORATOR

<u>.....</u>.

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE X: AMENDMENTS

The corporation reserves the right to amend or repeal any provisions of these Articles of Incorporation, or any amendment(s) thereto.

ARTICLE XI: CORPORATE POWERS

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes.

The undersigned incorporator has executed these Articles of Incorporation this 6th day of March, 1998.

"Capital Connection, Inc. by Della Roberts, "Client Representative"

Della Roberts

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florids.

i. The name of the corporation is: CLASS OF 1965 ALUMNI, INC.

2. The name and street address of the registered agent and office is: Ray Peacock, 2348 Sunset Point Road, Clearwatter,

Florida 33765

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCE
OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE
DESIGNATED IN THIS CERTIFICATE, I HEREBY A
APPOINTMENT AS REGISTERED AGENT AND AGREE TO A
T IN THIS
CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PRO
ALL STATUTES RELATING TO THE PROPER AND COMPLETE P
REFORMANCE
OF MY DUTIES. AND I AN FAHILIAR WITH AND
CGEPT THE
OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

RAY PEACOCK