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June 17, 1998

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Omni Community Credit Union Scholarship Fund, Inc.

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for Omni Community Credit Union Scholarship Fund, Inc., together with our firm's check for \$70.00 in payment of the filing fee and registered agent fee.

Please return a file-stamped copy to us after the Articles of Incorporation are filed. Enclosed is a return envelope for your use.

Very truly yours,

*Kathleen Haggerty*  
Kathleen Haggerty  
Legal Assistant

Enclosures  
kh:242880

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ARTICLES OF INCORPORATION  
OF  
OMNI COMMUNITY CREDIT UNION SCHOLARSHIP FUND, INC.

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

ARTICLE I - NAME

The name of the Corporation shall be Omni Community Credit Union Scholarship Fund, Inc.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of the corporation shall be 8367 Baymeadows Way, Jacksonville, Florida 32256.

ARTICLE III - PURPOSES

The specific purposes for which the Corporation is organized are:

(a) To exist and operate solely for scientific, educational, religious and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code") and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual;

(b) To operate without regard to race, age, sex, religion or national origin;

(c) To provide educational scholarships to qualified high school students to enable them to attend accredited two-year or four-year college programs;

(d) To carry out its functions such that no substantial part of the Corporation's activities 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 publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office; and

(e) To operate, participate in and/or manage any other programs or activities that are not prohibited by law and that do not conflict with the provisions of Section 501(c)(3) of the Code.

#### ARTICLE IV - MEMBERS

The Members of this Corporation shall be members of the Omni Community Credit Union who are participating as members in the Freedom Plus Club.

#### ARTICLE V - POWERS

The Corporation shall have and exercise all powers of any corporation not for profit as the same now exist or may hereafter exist under the laws of the State of Florida. No part of the assets, income or profits of the Corporation shall be distributable to, or inure to the benefit of, its members, directors or officers or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation to its employees for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein. Notwithstanding any other provision hereof, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170 of such Code.

#### ARTICLE VI - DISSOLUTION ON LIQUIDATION

In the event of dissolution of the Corporation or the winding up its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed at the direction of the then Directors of the Corporation to such other organization or organizations that are exempt from federal income tax under Section 501(c)(3) of the Code.

#### ARTICLE VII - DIRECTORS AND THE MANNER OF THEIR ELECTION

The Board of Directors shall consist of at least three (3) members. The method of election of the Board of Directors shall be as stated in the Bylaws of the Corporation.

#### ARTICLE VIII - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent are Leanne C. Voyles, 8637 Baymeadows Way, Jacksonville, Florida 32256.


ARTICLE IX - INCORPORATOR

The name and street address of the incorporator for these Articles of Incorporation are Dennis L. Blackburn, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended by the affirmative vote of a majority of the Board of Directors of the Corporation.

The undersigned incorporator has executed these Articles of Incorporation this 10th day of June, 1998.

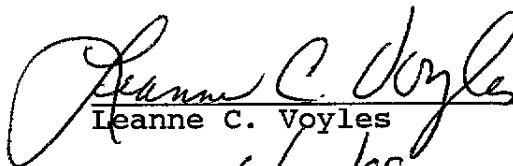
  
\_\_\_\_\_  
Dennis L. Blackburn  
Incorporator

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 617.0501, Florida Statutes, Omni Community Credit Union Scholarship Fund, Inc., organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is Omni Community Credit Union Scholarship Fund, Inc.
2. The name and address of the registered agent and office are Leanne C. Voyles, 8637 Baymeadows Way, Jacksonville, Florida 32256.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
Leanne C. Voyles  
Date: 6/12/98\_\_\_\_\_

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