

V N980000006536

CAPITAL CONNECTION, INC.

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

St. Matthews Educational
Foundation

300002689053--0

-11/17/98-01029-011

*****78.75 *****78.75

Signature _____

Requested by:

Name

Date

Time

Walk-In _____

Will Pick Up _____

☒ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

____ Annual Report / Reinstatement _____

☒ Cert. Copy _____

____ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval _____

____ Courier _____

98 NOV 17 AM 8:59

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 NOV 17 PM 10:31

RECEIVED

62 Paid... NOV 17 1998



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 17, 1998

CAPITAL CONNECTION, INC.
417 E. VIRGINIA ST.
STE. 1
TALLAHASSEE, FL 32301

SUBJECT: ST. MATTHEWS EDUCATIONAL FOUNDATION
Ref. Number: W98000025872

We have received your document for ST. MATTHEWS EDUCATIONAL FOUNDATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

Please return the original and one copy of 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 (850) 487-6929.

Randall Purinton
Document Specialist

Letter Number: 498A00055239

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
ST. MATTHEWS EDUCATIONAL FOUNDATION, INC.
A FLORIDA NONPROFIT ORGANIZATION**

The undersigned subscribers, being the incorporators of these Articles of Incorporation, hereby form a nonprofit corporation under the laws of the State of Florida, Florida Statutes, Chapter 617 as follows:

**ARTICLE I
NAME**

The name of the Corporation is the ST. MATTHEWS EDUCATIONAL FOUNDATION, INC.

**ARTICLE II
PRINCIPAL OFFICE AND ADDRESS**

The address of the principal office of the corporation is 1005 West College Boulevard, Suite A, Niceville, Florida 32578, and the mailing address of the corporation is 1005 West College Boulevard, Suite A, Niceville, Florida 32578.

**ARTICLE III
DURATION**

This corporation shall exist perpetually, and the corporate existence will commence on the filing of these articles by the Secretary of State of the State of Florida.

**ARTICLE IV
CORPORATE PURPOSE**

This corporation is organized for the following purposes:

1. Any and all lawful purposes not for pecuniary profit.
2. To provide scholarships to medical students to attend a medical school based upon merit or need.

ARTICLE V
RESTRICTIONS ON CORPORATE PURPOSE

1. The purposes for which the corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restriction and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and regulations issued pursuant thereto as they now exist or as they may be amended.

2. No part of the corporation shall inure to the benefit of, or be distributable to, any director, officer, or member of the corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation and reasonable expenses may be paid thereto, affecting one or more of the corporation's purposes), and no director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall include the carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office, at any time.

3. The corporation shall distribute its income for each taxable year at such time and in such manner as not become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code or corresponding provisions with any subsequent tax laws.

4. The corporation shall not engage in any act of self dealing as defined in Section 3941(d) of the Internal Revenue Code, or any subsequent tax laws.

5. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code or corresponding provisions with any subsequent tax laws.

6. 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 corresponding provisions with any subsequent tax laws.

7. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code or corresponding provisions with any subsequent tax laws.

8. Notwithstanding any other provision of these Articles of Incorporation, the corporate shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and regulations issued pursuant thereto as they may exist or as they may hereafter be amended, or by any organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and regulations issued pursuant thereto as they may exist or as they may hereafter be amended.

9. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized or operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future U.S. Internal Revenue law) as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is located, exclusively for such purposes or to such organization or organizations as the court shall determine which are organized and operated exclusively for such purposes.

ARTICLE VI **DIRECTORS**

The method of the election of the directors of the Corporation is set forth in the bylaws. The number of initial directors shall be three.

ARTICLE VII **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 5 Clifford Drive, Suite 12, Shalimar, Florida 32579, and the name of the initial registered agent at that address is DANIEL C. PERRI.

ARTICLE VIII
INITIAL INCORPORATORS

The names and addresses of the initial incorporators of this corporation are as follows:

Michael A. Harris, M.D.
1005 West College Boulevard, Suite A
Niceville, Florida 32578

Daniel C. Perri
5 Clifford Drive, Suite 12
Shalimar, Florida 32579

D. Timothy Herndon
4502 Highway 20 E., Suite A
Niceville, Florida 32578

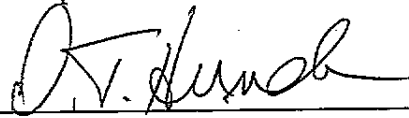
ARTICLE IX
MEMBERS

The corporation shall have members. Members of the corporation shall be required to meet qualifications as set forth in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being all of the incorporators hereinbefore named, have hereunto set their hand and seal on this the 16th day of November, 1998, for the purpose of forming a corporation to do business both within and without the State of Florida and do make and file in the Office of the Secretary of State of Florida these Articles of Incorporation and certify that the facts herein stated above are true.


MICHAEL A. HARRIS, M.D.
Incorporator

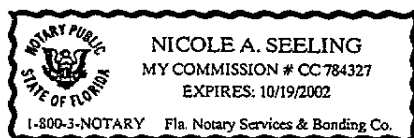

DANIEL C. PERRI
Incorporator

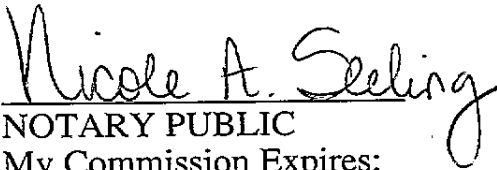

D. TIMOTHY HERNDON
Incorporator

STATE OF FLORIDA
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared MICHAEL A. HARRIS, M.D., who has produced a valid driver's license as identification to be the individual described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid this 13th day of November, 1998.

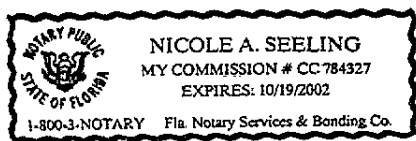



NOTARY PUBLIC
My Commission Expires:

STATE OF FLORIDA
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared DANIEL C. PERRI, who has produced a valid driver's license as identification to be the individual described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid this 16th day of November, 1998.

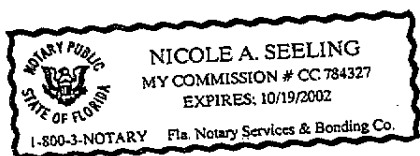


Nicole A. Seeling
NOTARY PUBLIC
My Commission Expires:

STATE OF FLORIDA
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared D. TIMOTHY HERNDON, who has produced a valid driver's license as identification to be the individual described in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the State and County last aforesaid this 16th day of November, 1998.



Nicole A. Seeling
NOTARY PUBLIC
My Commission Expires:

Having been named as registered agent and to accept service of process for the above named corporation, at the place designated in this certificate, I hereby accept appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: November 16th, 1998.


DANIEL C. PERRI

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

Pursuant to Section 48.091 and 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of Florida, submits the following statement designating the registered office and registered agent in Florida.

1. The name of the corporation is ST. MATTHEWS EDUCATIONAL FOUNDATION, INC.

2. The address of the registered office is 5 Clifford Drive, Suite 12, Shalimar, Florida 32579.

3. The name of the registered agent at the registered office is Daniel C. Perri.

Dated: November 16th, 1998.



MICHAEL A. HARRIS, M.D.
Incorporator



DANIEL C. PERRI
Incorporator



D. TIMOTHY HERNDON
Incorporator

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FILED
CLERK OF STATE
DIVISION OF CORPORATIONS