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Attorney at Law

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May 20, 1999

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Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

RE: Articles of Incorporation of Champion Pensacola Employees Scholarship Foundation, Inc.

Dear Sir/Madam:

I have enclosed for filing the original and one copy of the Articles of Incorporation of Champion Pensacola Employees Scholarship Foundation, Inc.. I have also enclosed a check payable to the Secretary of State in the amount of \$70.00 to cover the costs of filing the Articles of Incorporation.

Please file the Articles of Incorporation and return a copy to me at the above address. If there are any problems, please do not hesitate to call. Your assistance and cooperation is appreciated.

Sincerely,



Lonnie L. Simmons

LLS\kbb

Enclosures

FILED
99 JUN 25 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CHAMPION PENSACOLA EMPLOYEES
SCHOLARSHIP FOUNDATION, INC.

FILED
99 JUN 25 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned incorporators, hereby associate ourselves together for the purpose of being a corporation not for profit under Chapter 617, Laws of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

ARTICLE I - NAME

The name of this Corporation shall be CHAMPION PENSACOLA EMPLOYEES SCHOLARSHIP FOUNDATION, INC.

ARTICLE II - DURATION

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of providing college scholarships to children of full-time permanent employees, active or retired of Champion International Corporation as well as retirees of Champion International Corporation.

The Corporation may solicit, receive, hold and expend funds or other property in such manner as the Board of Directors may determine to be appropriate to further the foregoing purpose, and shall have all of powers conferred by or permissible under the Florida Not for Profit Corporation Act.

ARTICLE IV - MEMBERS

As authorized by Chapter 617.0601(1)(a), Florida Statutes, the Corporation shall have no members.

ARTICLE V - PROHIBITED ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the Corporation 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 any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law) or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (of the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VI - DISPOSITION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall pay or make provision for the payment of all of the liabilities of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for the

educational purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Court of General Sessions of Florida exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the principal place of business of this Corporation is 375 Muscogee Road, Cantonment, Florida 32533; and the name of the initial registered agent of this Corporation at that address is Brenda Cheryl Johnson.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The Corporation shall have a Board of Directors (who may be known as Trustee) that will govern all activities of the Champion Pensacola Employees Scholarship Foundation, Inc. as specified in the By-Laws. The By-Laws shall also provide for their duties, functions and manner of election. The Board of Directors shall have the power to make, alter and rescind the By-Laws of this Corporation provided that at least two (2) weeks notice has been given all members of the Board of Directors of the character of the prepared amendment, or amendments to be voted upon. The affairs of the Corporation shall be managed by the Board of Directors, known as the Board of Trustees. The names and street addresses of the members of the first Board of Directors and Officers, all of who shall hold office until their successors are duly elected and qualified, are as follows:

President/Director	Sandra J. Lang Post Office Box 87 Cantonment, Florida 32533
Vice-President/Director	Dudley C. Herrington Post Office Box 87 Cantonment, Florida 32533
Secretary/Director	Michael C. Nall Post Office Box 87 Cantonment, Florida 32533
Treasurer/Director	William M. Beardsley Post Office Box 87 Cantonment, Florida 32533
Director	Brian E. Gallagher Post Office Box 87 Cantonment, Florida 32533

ARTICLE IX - AMENDMENTS

The Board of Directors may amend these Articles of Incorporation from time to time at any meeting by an affirmative vote of a majority of all Board members, provided that at least two (2) weeks notice has been given to all members of the Board of Directors of the character of the proposed amendment, or amendments, to be voted upon.

ARTICLE X - INDEMNIFICATION OF OFFICERS AND DIRECTORS

All officers and directors shall be indemnified by the Association against all expenses and liabilities including attorney's fees (including appellate proceedings) reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. The Association may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

ARTICLE XI - BYLAWS

The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE XII - INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is Brenda Cheryl Johnson, 375 Muscogee Road, Cantonment, Florida 32533.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this the 15 day of June, 1999.

Brenda Cheryl Johnson
BRENDA CHERYL JOHNSON -
Incorporator

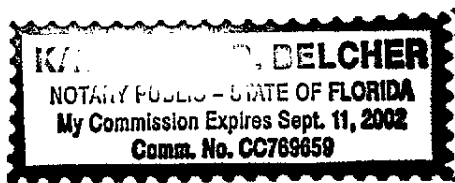
STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was sworn to and subscribed to me this 15 day of June,

1999, by BRENDA CHERYL JOHNSON, who is personally known to me, or who has produced

ID# J525-96360-16270 as identification and who did take an oath.



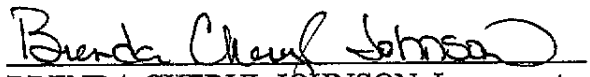
Katherine B. Delcher
Print Name: KATHERINE B. DELCHER
Notary Public, State of Florida
My Commission Expires: 9/11/2002

**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST, that CHAMPION PENSACOLA EMPLOYEES SCHOLARSHIP FOUNDATION, INC.
desiring to organize or qualify under the laws of the State of Florida, with its principal place of
business at 375 Muscogee Road, Cantonment, Florida 32533 has named Brenda Cheryl Johnson at
375 Muscogee Road, Cantonment, Florida 32533, as its agent to accept service of process within
Florida.

DATED: JUN 15, 1999


BREND A CHERYL JOHNSON, Incorporator

Having been named to accept service of process for the above named Corporation, at the place
designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with
the provisions of all statutes relative to the proper performance of my duties.


BREND A CHERYL JOHNSON -
Registered Agent

99 JUN 25 AM 9:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED