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M E M O

DATE: August 11, 1999

TO: Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-08/16/99--01094--001
****122.50 *****78.75

FROM: CEDRIC P. HAY, ESQ./Marie

RE: Incorporation of Rotary Club of Spring Hill Scholarship
Fund, Inc.

MESSAGE: Enclosed please find the original Articles of
Incorporation for Rotary Club of Spring Hill Scholarship
Fund, Inc. together with our check in the amount of
\$122.50 to cover the filing fee. If you have any
questions, please contact our office. Thank you.

LAW OFFICES OF BEIL & HAY, P.A.

FILED
99 AUG 16 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. GALLMON-CASE AUG 20 1999

ARTICLES OF INCORPORATION

OF

ROTARY CLUB OF SPRING HILL SCHOLARSHIP FUND, INC.

FILED
99 AUG 16 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator for the purposes of forming a not for profit corporation, pursuant to Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE ONE

Name

The name of the corporation shall be ROTARY CLUB OF SPRING HILL SCHOLARSHIP FUND, INC.

ARTICLE TWO

Principal office and mailing address

The current address of the registered office of the corporation is 12312 U.S. Highway 19 North, Hudson, FL 34667. The current mailing address of the corporation is P.O. Box 5737, Spring Hill, FL 34611.

ARTICLE THREE

Purpose

The purpose of this not for profit corporation is to further the higher education of and provide assistance to students in the Spring Hill, Florida area, and in general to provide scholarship aid in the form of grants, loans or gifts, in accordance with the availability of funds for such purposes. The corporation may pay all or a part of the tuition and any related costs and expenses, or other fees associated with or incident to education at a post-graduate or graduate school, university, college, junior college, technical school, or other educational institution within or without the State of Florida, primarily for, but not limited to, graduating high school seniors or other residents of the Spring Hill, Florida area. The corporation shall raise money through gifts and donations, as well as other means, to furnish all necessary funding.

Scholarships, grants, loans and gifts shall be available to applicants without regard to sex, race, religion, national origin or other forms of discrimination which may be prohibited by any applicable Federal or State law or local ordinance.

The corporation irrevocably is dedicated to and operated exclusively for nonprofit purposes. No part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of, any individual, except as expressly set forth herein.

In addition to the above stated specific purpose for which the corporation is founded, it is understood and contemplated that the corporation shall have the additional purposes as follows:

A. To receive and administer funds and to operate exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation ((the "Code")).

B. To acquire, own, purchase, lease, dispose of and deal with real and personal property and interests, either absolutely or in trust therein and to apply gifts, grants, bequests, and devises and the proceeds thereof in furtherance of the purposes of the corporation.

C. To do such things and to perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by Section 501(c)(3) of the Code, with all the power conferred on a not for profit corporation under the laws of the State of Florida.

ARTICLE FOUR

Term

Corporate existence shall commence upon filing of these Articles of Incorporation with the Secretary of State and the term of the corporation shall be perpetual.

ARTICLE FIVE

Powers

The corporation shall have all of the common law and statutory powers of a corporation not for profit pursuant to the laws of the State of Florida that are not in conflict with these Articles; provided, however, that notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from

federal income tax pursuant to Section 501(c)(3) of the Code, as amended, or the corresponding provision of any future revisions and amendments to the Code.

ARTICLE SIX

Limitations

The corporation shall be operated exclusively for charitable, educational and scientific purposes as a not for profit corporation. No individual Director or Member of the corporation shall have any title to or interest in the corporate property or earnings in his or her individual or private capacity and no part of the net earnings of the corporation shall inure to the benefit of any Director or Member. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE SEVEN

Members

Qualification for membership in the corporation, the manner of Members' admission and membership voting rights shall be provided for in the Bylaws of the corporation.

ARTICLE EIGHT

Directors

All corporate powers shall be exercised by or under the authority of and the affairs of the corporation shall be managed under the direction of the Board of Directors.

The number of Directors shall be determined from time to time in accordance with the Bylaws, but shall never be less than three (3).

Directors shall be elected or removed in accordance with the procedure to be provided in the Bylaws.

The names and addresses of the initial Directors, to hold office until the first annual meeting of Members and until their successors shall have been duly elected and qualified, are as follows:

DOUGLAS SCHELLING
6176 Kinlock Ave.
Spring Hill, FL 34608

TERRY V. HARDING
6020 Island Dr.
Spring Hill, FL 34607

CAROL CHELLENA
4309 Bluewater Ave.
Spring Hill, FL 34606

BRENDA WENDT
10052 Hayes St.
Spring Hill, FL 34608

LEON F. PARENT, JR.
6391 Evaro Ave.
Spring Hill, FL 34608

ARTICLE NINE

Registered Agent and Office

The name of the initial registered agent of the corporation and the street address of the initial registered office of the corporation are as follows:

CEDRIC P. HAY, ESQ.
c/o BEIL & HAY, P.A.
12312 U.S. Highway 19 North
Hudson, FL 34667

ARTICLE TEN

Incorporator

The name and street address of the person signing these Articles as Incorporator are as follows:

DOUGLAS SCHELLING
6176 Kinlock Ave.
Spring Hill, FL 34608

ARTICLE ELEVEN

Bylaws

The Bylaws of the corporation are to be made and adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors.

ARTICLE TWELVE

Amendment

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members and Directors are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the corporation pursuant to law.

ARTICLE THIRTEEN

Indemnification and Civil Liability


The corporation shall indemnify each Director and Member, including former Directors and Members, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the Members and Directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

ARTICLE FOURTEEN

Dissolution

In the event of dissolution, the residual assets of the corporation shall be turned over to one or more organizations which themselves are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code, as amended, or such comparable future revisions or amendments to the Code, or to the federal, state, or local government for exclusively public purposes.

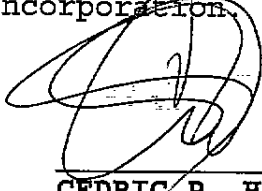
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 17th day of May, 1999.



DOUGLAS SCHELLING
Incorporator

ACCEPTANCE OF DESIGNATION AS INITIAL REGISTERED AGENT

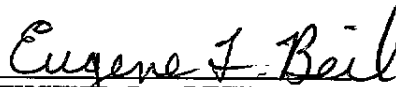
I hereby accept appointment as the initial registered agent of Rotary Club of Spring Hill Scholarship Fund, Inc., as designated in the foregoing Articles of Incorporation.



CEDRIC P. HAY, ESQ.
Registered Agent

STATE OF FLORIDA
COUNTY OF PASCO

The foregoing instrument was subscribed and acknowledged before me, the undersigned authority, this 17th day of May, 1999, by **DOUGLAS SCHELLING**, as Incorporator, who produced the following as identification: FL DL # 5452-170-57-242-0 and **CEDRIC P. HAY, ESQ.**, as Initial Registered Agent, who is personally known to me.



EUGENE L. BEIL
Notary Public



EUGENE L. BEIL
MY COMMISSION # 00600638 EXPIRES
October 10, 1999
BONDED THRU TROY FARM INSURANCE, INC.

FILED
99 AUG 16 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA