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Sharon K. Murphy
13938 N. US Highway 441
Citra, FL 32113
(352) 369-9975

November 9, 1999

Florida Dept. Of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-11/12/99--01075--004
*****70.00 *****70.00

Re: John T. Murphy, Sr., Memorial Scholarship, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the John T. Murphy, Sr., Memorial Scholarship, Inc., the Acceptance of Registered Agent, as well as a check in the amount of \$70.00 to cover the filing cost. Please file the original and return a stamped copy to me. Thank you for your help in this matter.

Sincerely,

Sharon K. Murphy
Sharon K. Murphy

Enclosures

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Sharon Murphy GAVE
AUTHORIZATION BY PHONE TO
CORRECT *AKB*
DATE *11-15-99*
DOC. EXAM *CB*

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17

ARTICLES OF INCORPORATION OF
JOHN T. MURPHY, SR. MEMORIAL SCHOLARSHIP, INC.
A Florida Corporation Not For Profit

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TALLAHASSEE FLORIDA

ARTICLE I. NAME

The name of this corporation is JOHN T. MURPHY, SR.
MEMORIAL SCHOLARSHIP, INC.

ARTICLE II. ENABLING LAW

This corporation is organized pursuant to the
Corporations Not For Profit law of the State of Florida, set
forth in Part One of Chapter 617 of the Florida Statutes.

ARTICLE III. PURPOSES

(a) Said corporation is organized exclusively for
charitable, religious, educational and scientific purposes,
including, for such purposes, the making of distributions to
organizations that qualify as exempt organizations under
Section 501(c)(3) of the Internal Revenue Code or the
corresponding section of any future federal tax code.

(b) The general purposes for which this corporation is
formed are: to encourage and aid North Marion High School
students in furthering their education and other advancement
opportunities after graduation from high school and to
perform any activities or functions which will bring in
funds that will then be used to further aid students. This
corporation is formed in commemoration of John Thomas
Murphy, Sr., who in life encouraged our soccer players to
strive for their goals both on and off the field, and who in
passing, through this corporation, will continue to be able
to do so.

(c) This corporation is organized and operated
exclusively for educational, recreational, and other non-
profit purposes, and no part of any net earning shall inure
to the benefit of any member, director, or officer, except
that the corporation shall be authorized to pay reasonable

compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

(d) 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 or in opposition to any candidate for public office.

(e) This corporation shall have and exercise all rights and powers conferred upon corporations under the laws of the State of Florida, provided, however, that this corporation is not empowered to engage in any activity that in itself is not in furtherance of its purposes as set forth in subparagraphs (a) through (c) of this article.

(f) Notwithstanding any other provisions of these articles, the purposes for which the corporation is organized are exclusively for educational, recreational, and other non-profitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding code of any future United State Internal Revenue law.

(g) Notwithstanding any other provisions of these articles, this organization shall not carry on any other activities not permitted to be carried on (a) by an corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV. TERM

This corporation shall have a perpetual existence.

ARTICLE V. INCORPORATORS

The name and residence of the incorporator making these articles of incorporation is as follows: Sharon K. Murphy, 13938 North U.S. Highway 441, Citra, FL 32113.

ARTICLE VI. MANAGEMENT OF CORPORATE AFFAIRS

(a) Board of Directors: The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of not less than three directors. The number of directors herein provided for may be changed by a by-law duly adopted by the members entitled to vote. Directors shall be elected annually by a majority vote of the membership. The names and addresses of the persons constituting the first board of directors who are to act in that capacity will be reported in the corporation's annual report.

(b) Elective Officers: The officers of this corporation shall be a president, secretary, and treasurer. Other offices and officers may be established or appointed by members of this corporation at any regular annual meeting. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the by-laws.

The officers who are to serve until the first election of officers under the articles of incorporation are:

Director / President	Sharon K. Murphy
Director / Secretary	Walt Miller
Director / Treasurer	Leah Bucher

ARTICLE VIII. LOCATION OF REGISTERED OFFICE AND PRINCIPAL OFFICE

IDENTIFICATION OF REGISTERED AGENT

(a) The mailing address of this corporation's initial registered office in the State of Florida is 13938 North U.S. Highway 441, Citra, FL 32113. The aforementioned

address is also the address of the principal office of the corporation.

(b) The name of this corporation's initial registered agent at the above address is Sharon K. Murphy.

ARTICLE IX. INCOME FROM PUBLIC EVENTS

If this corporation holds any events in which members of the general public are invited to participate for a fee, the net proceeds, if any, attributable to such participation by non-members will be paid over to an organization which is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Service on an annual basis.

ARTICLE X. BY-LAWS

By-Laws will be hereinafter adopted at the first meeting of the Board of Directors. Such by-laws may be amended or repealed, in whole or in part, in the manner provided therein. Any amendments to the by-laws shall be binding on all members of this corporation.

ARTICLE XI. AMENDMENT OF ARTICLES

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of 2/3 of the Board of Directors or a quorum of members of this corporation.

ARTICLE XII. DISSOLUTION

This corporation shall be dissolved and its affairs wound up by a two-thirds vote of the corporation's voting members or when the objectives for which the organization is organized have been fully accomplished.

In the event of dissolution, property of the corporation shall be distributed as follows: assets shall be distributed for on or more exempt purposes within the

meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

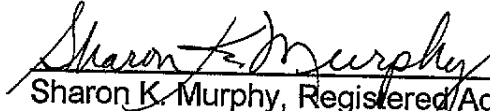
The undersigned constituting the subscribers of this corporation, for the purposes of forming this corporation not for profit under the laws of the State of Florida, has executed these articles of incorporation this 9th day of November, 1999.


Sharon K. Murphy

**ACCEPTANCE OF SERVICE AS REGISTERED AGENT FOR
JOHN T. MURPHY, SR. MEMORIAL SCHOLARSHIP, INC.**

The undersigned, Sharon K. Murphy, having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, hereby accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties, and is familiar with and accepts the obligations of her position as Registered Agent.

DATED this 9th day of November, 1999.


Sharon K. Murphy, Registered Agent

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TALLAHASSEE FLORIDA