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November 17, 1999

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

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Articles of Incorporation (not-for-profit)

Dear Sir or Madam:

Enclosed for filing please find the original executed Articles of Incorporation for the Raymond C. Roach Christian Scholarship Fund, Inc. Also enclosed is a check in the amount of \$78.75 representing the following fees:

\$ 35.00	filing fee
\$ 35.00	designation of registered agent fee
\$ 8.75	certified copy of Articles of Incorporation

Please return a certified copy of the Articles in the envelope provided. Thank you for your usual courtesy.

If you have any questions, please contact me.

Very truly yours,

Craig W. Sohn

Craig W. Sohn

CWS/ctm
Enclosures
cc: Raymond C. Roach

«NAP:18440_1»

F. CHESLER

NOV 23 1999

ARTICLES OF INCORPORATION

OF

**THE RAYMOND C. ROACH CHRISTIAN SCHOLARSHIP FUND, INC.
(a corporation not-for-profit)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Not For Profit Corporation Act, and who is a citizen of the United States, adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:

The Raymond C. Roach Christian Scholarship Fund, Inc.

SECOND: The initial principal office and mailing address of the Corporation is:

13370 Southampton Drive
Bonita Springs, Florida 34135

THIRD: The term for which the corporation is to exist shall be perpetual or until such time as the Corporation shall have been dissolved in accordance with the laws of the State of Florida.

FOURTH: The Corporation is organized for the purpose of engaging in any lawful act or activity for which corporations not for profit may be formed under the Florida Not For Profit Corporation Act. In addition, the Corporation is organized exclusively for charitable, religious, educational, and scientific purposes as an exempt organization under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and the Corporation will have as its purpose the awarding of scholarships to high school and college students based on need, scholastic achievement, citizenship and other criteria set forth in the bylaws of the Corporation. The Corporation shall not carry on, other than as an insubstantial part of its activities, activities which are not in furtherance of one or more charitable purposes.

FIFTH: The address of the initial registered office of the Corporation is:

13370 Southampton Drive
Bonita Springs, Florida 34135

and the name of the Corporation's initial registered agent at such address is:

Raymond C. Roach

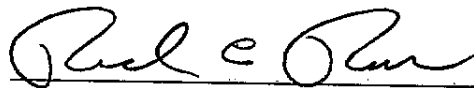
SIXTH: The manner in which the directors are to be elected or appointed shall be as stated in the bylaws of the Corporation.

SEVENTH: The name and address of the sole incorporator is:

Raymond C. Roach
13370 Southampton Drive
Bonita Springs, Florida 34135

EIGHTH: On dissolution of the Corporation, the assets shall be distributed for one or more charitable purposes, to organizations qualifying as tax-exempt publicly supported organizations.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator herein before named, for the purpose of forming the Corporation under the Florida Not For Profit Corporation Act, has executed these Articles of Incorporation this 11th day of November, 1999.



RAYMOND C. ROACH
Sole Incorporator

I, RAYMOND C. ROACH, having been designated to act as registered agent, hereby agree to act in this capacity.



RAYMOND C. ROACH
Initial Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED