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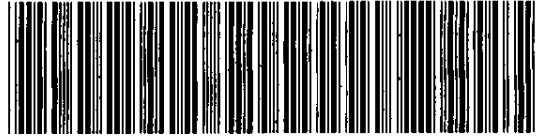
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TALLAHASSEE, FLORIDA

T. BUSH DEC 22 2009

COVER LETTER

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

SUBJECT: Walter and Christina Griffith Foundation, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Walter and Christina Griffith
Name (Printed or typed)

9 Cayuga Road
Address

Sea Ranch Lakes, FL 33308
City, State & Zip

(954) 785-5192 Home (954) 401-5566 Cell
Daytime Telephone number

CHRISTINE.GRIFFITH@YAHOO.COM.
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION AND ORGANIZATION
OF
THE WALTER AND CHRISTINA GRIFFITH FOUNDATION, INC.**

The Walter and Christina Griffith Foundation, Inc. (the "Corporation"), being organized under the provisions of the Florida Not For Profit Corporation Act, as amended (the "Act"), hereby sets forth its Articles of Incorporation (the "Articles of Incorporation") as follows:

**ARTICLE I
Name**

The name of the Corporation is The Walter and Christina Griffith Foundation, Inc.

**ARTICLE II
Principal Place of Business**

The Corporation's principal place of business and mailing address is 9 Cayuga Road, Sea Ranch Lakes, FL 33308.

**ARTICLE III
Purposes, Powers and Prohibited Activities**

Section 1 Purposes. The Corporation is a public benefit corporation organized and operated exclusively for the following purposes as may qualify it for exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law (the "Code"), and the Treasury Regulations promulgated thereunder (the "Regulations"), and as may qualify contributions to it for deductions under Section 170(c)(2), Section 2055(a)(2) and Section 2522 of the Code and the Regulations promulgated thereunder:

- (a) The primary purpose of the Corporation is

To support with monetary donations qualified charities organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes within the United States of America, and in particular in the States of Florida and Indiana;
- (b) The Corporation shall be organized and operated exclusively for public charitable, religious, scientific, literary or educational purposes which purposes then qualify it for exemption from Federal income tax under the provisions of Section 501(c)(3) of the Code and as then qualify contributions to it for deductions under Section 170(c)(2), Section 2055(a)(2) and Section 2522 of the Code.
- (c) In furtherance of the foregoing purposes, the Corporation shall be authorized and empowered to exercise all power and authority granted to it under the Act; provided, however, that the Corporation shall not, except to an insubstantial

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degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this Corporation.

Section 2 **Powers.** Except as otherwise provided in these Articles of Incorporation, the Corporation shall have, hold, enjoy and exercise any and all rights, privileges and powers vested in or conferred upon a corporation organized under the Act.

Section 3 **Prohibited Activities.**

- (a) No part of the Corporation's income, corpus or principal assets shall ever inure to the benefit of, or be distributable to, directly or indirectly, any private individual, and no director or officer of the Corporation may or shall receive any pecuniary benefit from the same; provided, however, that private individuals may be paid such amounts and reasonable compensation for goods provided and services actually rendered and that are necessary to organize the Corporation and to carry out the purposes of the Corporation, as may be fixed in the manner provided by the Board of Directors. No individual shall be precluded from taking such employment and reasonable compensation by reason of the fact that he or she is a director or officer of the Corporation. Except as otherwise provided in these Articles of Incorporation, the Corporation is expressly precluded from advancing or loaning its directors, officers or employees any money or property.
- (b) The Corporation shall not in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.
- (c) Except as otherwise provided in accordance with Section 501(h) of the Code, no substantial part of the Corporation's activities may consist of carrying on propaganda or otherwise attempting to influence legislation.
- (d) The Corporation shall not accept gifts or other contributions if the use or expenditure of the gift or contribution is subject to any condition which is inconsistent with the purposes of the Corporation as set forth in Section 1 of this Article IV.
- (e) The Corporation shall not conduct or carry on any activities prohibited from being conducted or carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Code, and the Regulations promulgated thereunder, or by a Corporation, contributions to which are deductible under Section 170(c)(2), Section 2055(a)(2) and Section 2522 of the Code.
- (f) The Corporation shall make no advancements for services to be performed in the future, nor shall the Corporation make any loan of money or property, to any director or officer of the Corporation, other than (i) advances of expenses in connection with a possible indemnification matter, or (ii) advances of payments pursuant to any benefit plan or policy adopted by the Corporation's Board of Directors.

- (g) Notwithstanding any other provisions of these Articles of Incorporation, the Act, or any other law, rule or regulation, in the event that the Corporation is classified as a private foundation under Section 509 of the Code, the Corporation shall:
 - (i) Not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
 - (ii) Distribute during each taxable year amounts sufficient to avoid liability for the tax imposed by Section 4942 of the Code.
 - (iii) Not retain any excess business holdings as defined in Section 4943(c) of the Code.
 - (iv) Not make any investment in such manner as to subject the Corporation to tax under Section 4944 of the Code.
 - (v) Not make any taxable expenditure as defined in Section 4945(d) of the Code.

ARTICLE IV
Election of Directors

Number, Term and Appointment of Directors. The exact number, term and methodology for appointment of members of the Board of Directors shall be prescribed from time to time according to the By-Laws of the Corporation; provided, however, that under no circumstances shall the minimum number of members of the Board of Directors be less than three (3). The directors shall serve until their successors are duly appointed and qualified, or until their earlier resignation, death or removal from office.

ARTICLE V

Names and Addresses of Initial Directors and Officers


The initial directors shall number three (3) and are as follows: Walter S. Griffith, Christina Griffith and Sophie Mantovanelli. Walter S. and Christina Griffith reside at 9 Cayuga Road, Sea Ranch Lakes, FL 33308. ~~Sophie Mantovanelli resides at 7071 SW 14th Street, Plantation, FL 33317.~~ The initial officers of the corporation are: Walter S. Griffith, Chair of the Board, Vice President, Treasurer and Assistant Secretary, and Christina Griffith, President, Secretary and Assistant Treasurer.

W.S.G.
 C.G.
 MILLIE MITCHELL
 27 PALMETTO BAY Rd
 SAVANA
 GA 31410

ARTICLE VI
Initial Registered Agent

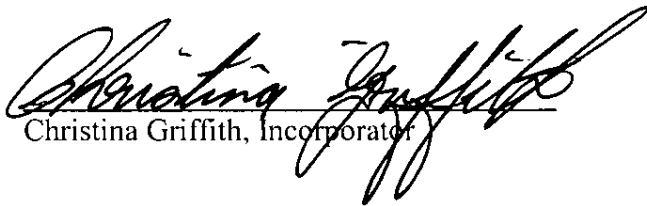
The initial Registered Agent of this Corporation shall be Walter S. Griffith who resides at 9 Cayuga Road, Sea Ranch Lakes, FL 33308.

I acknowledge that I have been designated as the Registered Agent for Walter and Christina Griffith Foundation, Inc. I hereby accept this designation.


Walter S. Griffith, Registered Agent

ARTICLE VII
Incorporator

The incorporator of this corporation, Walter and Christina Griffith Foundation, Inc.
is Christina Griffith.


Christina Griffith, Incorporator

ARTICLE VIII

Distribution of Assets on Dissolution or Complete Liquidation

Upon the dissolution or complete liquidation of the Corporation, and after payment, or provisions are made for the payment, of all liabilities and debts of the Corporation, the remaining assets of the Corporation shall be distributed to an organization which is, at the time of such distribution, organized and operated exclusively for charitable, educational, scientific and religious purposes that are as similar as possible to those of the Corporation, as determined by the Board of Directors, which purposes then qualify it for exemption from Federal income tax under the provisions of Section 501(c)(3) of the Code and as then qualify contributions to it for deduction under Sections 170(c), 2055(a)(2) and Section 2522 of the Code.

Any such assets not so disposed of by the Board of Directors shall be distributed in equal shares to the private foundations which received funding from the W.C. Griffith Foundation at approximately the same time as this Corporation, provided they are qualified as provided in the preceding sentence. If none of the private foundations funded by the W.C. Griffith Foundation are still qualified and operating, then the assets of this Corporation shall be disposed of by the Chief Judge of the Circuit Court of Broward County, Florida, or his or her designee, exclusively for such purposes which are substantially similar to the Corporation's primary purposes set forth in Article IV, and to an organization or organizations which are, at the time of such distribution, organized and operated exclusively for charitable, religious, scientific, testing for public safety, literary or educational purposes, which purposes then qualify such organization or organizations for exemption from Federal income tax under the provisions of Section 501(c)(3) of the Code, and as may qualify contributions to such organization for deduction under Section 170(c)(2), Section 2055(a)(2) and Section 2522 of the Code. No director or officer of the Corporation, or

any private individual, shall be entitled to share in the distribution of any of the assets of the Corporation upon the dissolution or complete liquidation of the Corporation.

ARTICLE IX
Provisions for Regulation and Conduct of the Affairs of Corporation

In addition to the By-Laws and consistent with the Act, the following provisions, for the regulation and conduct of the affairs of the Corporation, and for the creation, definition, limitation or regulation of the powers of the Corporation and its directors, shall apply.

Section 1 **Committees.** The Board of Directors may utilize one (1) or more committees, as set forth in the By-Laws to assist it in the carrying out of any of the purposes of the Corporation, define the responsibilities of such committee or committees and delegate to such committee or committees' powers as the Board of Directors determines to be appropriate.

Section 2 **Amendment of Articles of Incorporation.** The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, by a majority vote of the members of the Board of Directors; provided, however, that such power of amendment shall not authorize any amendment which would have the effect of disqualifying the Corporation as an exempt organization under the provisions of Section 501(c)(3) of the Code or would have the effect of disqualifying contributions to the Corporation for deduction under Section 170(c)(2), Section 2055(a)(2) or Section 2522 of the Code.

Section 3 **Adoption and Amendment of By-Laws.** The Corporation reserves the right to make, amend, alter, change or repeal any provisions contained in the By-Laws of the Corporation or in any amendment thereto, by a majority vote of the members of the Board of Directors; provided, however, that such power shall not authorize any amendment, alteration, change or repeal which would have the effect of disqualifying the Corporation as a tax-exempt organization under Section 501(c)(3) of the Code or would have the effect of disqualifying contributions to the Corporation for deduction under Section 170(c)(2), Section 2055(a)(2) or Section 2522 of the Code.

ARTICLE X

Effective Date

These Articles of Incorporation shall be effective on the date of filing with the Office of the Florida Department of State, Division of Corporations, P. O. Box 6327, Tallahassee, FL 32315 (hereinafter referred to as the "Effective Date").

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