

**TRANSMITTAL LETTER**  
*M960000002923*

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

**SUBJECT:** THOMPkins FOUNDATION, INC.  
(Proposed corporate name - must include suffix)

800001841658  
-05/29/96--01006--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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
- \$122.50 Filing Fee & Certified Copy
- \$131.25 Filing Fee, Certified Copy & Certificate

**FROM:** WILLIE J. THOMPkins  
Name (Printed or typed)

780 N.E. 199th Street E-102  
Address

Miami, Florida 33179  
City, State & Zip

# (305) 651-1616 *651-1616*  
Daytime Telephone number *305) 636-2219*

**FILED**  
 96 MAY 29 AM 10:04  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

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

*WJC  
6/4/96*

ARTICLES OF INCORPORATION  
OF  
THOMPkins'S FAMILY REUNION, INCORPORATED

FILED  
96 MAY 29 AM 10:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a SOCIETY ORGANIZATION, FROM THE ROOTS OF ISAAC AND ELIZA THOMPkins, TRACE BACK TO 1850'S, corporation under the Florida General Non-Profit Corporation Act, Pursuant to section 617.0202, Florida Statutes, hereby adopt the Articles of Incorporation.

ARTICLES I  
Corporation Names  
THE THOMPkins'S FOUNDATION, INCORPORATED

ARTICLES II  
Nature of Business and Powers

The general nature of business to be transacted by this corporation is to engage in RESEARCH/EDUCATION, SCHOLARSHIPS, CONVENTIONS, WORKSHOPS/FAMILY HISTORY, FUNDS RAISING, MEETINGS, FAMILY COUNSELING, ETC.

ARTICLES III  
Capital Stocks

1)These shall not be any share issues due to it being a non-profit corporation.

ARTICLE IV  
Terms of Existence

This Corporation shall have perpetual existence commencing upon filing of these said article. There shall be an election held ever four (4) years to elect new officers and Directors. If,an officer can not serve or decease a special election shall be called by the chairman of the Board to replace that officer. The special session shall be held during a regular family reunion. The by-laws will describe details of such election.

ARTICLE V

Registered Agent and Initial Registered Office.

The Registered Agent and the street address of this corporation in the State of Florida shall be:

WILLIE J. THOMPkins  
780 N.E. 199TH STREET  
E-102  
NORTH MIAMI BEACH, Florida 33179

The Board of Director and C.E.O , as they necessary, may move the registered Office to any other address in the State of Florida.

ARTICLE VI  
BOARD of Directors and C.E.O.

This corporation shall have five (5) members as their Board of Directors/ Officers initially. One member of the BOARD OF DIRECTORS, shall be the (C.E.O.) CHIEF EXECUTIVE OFFICER. The numbers may be increased or decreased as decided upon by the Board of Directors. this will be done through the by- laws adopted by the members, however, shall never under any circumstances be less three (3).

ARTICLE VII

Transfer of Stocks

No member shall have have the right to sell, assign, pledge, encumber transfer, or otherwise dispose of any of the shares of the corporation.

Copy of such articles in on file at principal of the corporation. Executed by the undersigned in Miami, Florida on the 31th of July 1995.

Willie J. Thompkins  
WILLIE J. THOMPkins CHAIRMAN OF THE BOARD/ Director

Claudy W. Strong  
CLAUDY W. STRONG VICE CHAIRMAN/ DIRECTOR

Marie Thompkins  
MARIE THOMPkins SECRETARY/ DIRECTOR

Ronald Thompkins  
RONALD THOMPkins TREASURER/DIRECTOR

Diane Thompkins  
DIANE THOMPkins MEMBER/C.E.O./DIRECTOR

State of Florida- County of Dade

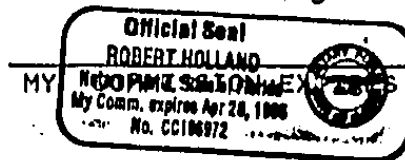
Before the undersigned authority duly authorized to administer oaths and take acknowledgements personally appeared WILLIE J. THOMPkins, CLAUDY W. STRONG, L. MARIE TOMPKINS, RONALD THOMPkins AND DIANE THOMPkins, to be known and to me to be the persons who executed and acknowledge the foregoing articles of incorporation.

Willie J. Thompkins

L. Marie Tompkins  
Clady W. Strong  
Marie Tompkins

In witness where of, I have here unto set hand and seal at Miami, Florida, County of Dade, State of Florida Seal 31 day of July 1995.

Robert Holland  
NOTARY PUBLIC



ARTICLE VIII

The name of the initial directors of this non-profit corporation and their addresses are as follows:

WILLIE J. THOMPkins	780 N.E. 199TH STR. E-102 MIAMI, FLORIDA 33179
CLAUDY W. STRONG	2115 W.BASSADENDA CIR LAKELAND,FLORIDA 33809
L.MARIE TOMPKINS	2117 FLOOD STR. NEW ORLEANS,LA 70117
RONALD THOMPkins	20001 N.W. 63RD AVE MIAMI, FLORIDA 33015
DIANE THOMPkins	2822 PIN OAK LANE GLENARDEN, MD. 20785

ARTICLE X

Indemnification

This non-profit corporation shall indemnify any Officer or Directors, or any former officer or Directors or Director, to the Fullest extent permitted by Laws.

ARTICLE XI

AMENDMENT

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved at a member's meeting by at least a majority of the members entitled to vote, unless all of the directors and their intention that a certain amendment of these articles of incorporation be made.

Article XII

The members of this corporation may divide themselves into groups for the purpose of obtaining units of control in the corporation. When any agreement is made between members in the corporation, such agreement shall be binding upon the corporation and shall be recognized by the directors and shall be observed by the officers and agents of the corporation; and particularly, the members are authorized to be included in such agreement entered into between themselves provisions which will confer upon individual groups the power to elect certain numbers of directors, and in particular, members may in the agreement between themselves the following as valid matter agreement, to witness:

(A) The manner and method in which and person by whom officers and directors may be elected

Agreement between the members shall continue to be binding upon the corporation until there is filed with the binding upon the corporation until there is filed with secretary of the corporation, in duplicate.

Certificate designating registered agent and registered office for the service of process within Florida. In compliance with Section 617.0202 Florida statutes the following is submitted:

That THE THOMPKINS'S FOUNDATION, INCORPORATED desiring to organize or qualify under the laws of the THE STATE OF FLORIDA, has named WILLIE J. THOMPKINS, as its registered agent to accept service of process within Florida at 780 N.E. 199TH STREET E-102 NORTH MIAMI BEACH, FLORIDA 33179, which address is also designated as the registered office of the corporation first mentioned above.

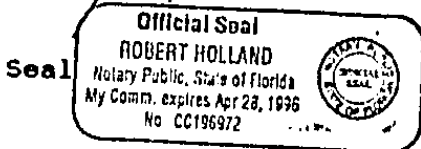
Signature: Willie J. Thompkins  
Title: Board of Directors  
Date: July 31, 1995

Having been named registered agent to accept service process for the above State Corporation, at the place designated in this certificate. WILLIE J. THOMPKINS hereby agree to act in that capacity and further agrees to comply with provisions of all statutes relative to the proper and complete performance of such duties.

Willie J. Thompkins  
WILLIE J. THOMPKINS  
Date July 31<sup>st</sup>, 1995

Robert Holland  
Notary Public

Date 7/31/95



( PAGE 5 )

FILED  
96 MAY 29 AM 10:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA