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DARBY, PEELE, BOWDOIN & PAYNE

November 26, 1997

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

HERBERT F. DARBY, P.A.
S. AUSTIN PEELE, P.A.
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Corporate Records Bureau
Division of Corporations
Secretary of State
Amendments Section
Post Office Box 6327
Tallahassee, Florida 32314

Re: The William Kennerson Wilson Memorial, Inc.

Gentlemen:

Enclosed are original and photocopy of Restated and Amended Articles of Incorporation of The William Kennerson Wilson Memorial, Inc., a Florida corporation. Please file the original Restated and Amended Articles of Incorporation, certify the copy and return it to us.

Please advise us if The William Kennerson Wilson Memorial, Inc., a Florida corporation, is current and in good standing, and if so, please furnish us with a certificate of good standing.

Also enclosed is our check in the sum of \$43.75 as payment for the following costs:

Filing fee
Certificate of Good Standing
Total

\$ 35.00
8.75
\$ 43.75

Thank you.

Very truly yours,

Herbert F. Darby
For the Firm

HFD/lss

Enclosures

cc: Mr. Hugh Wilson
Mr. James Y. Wilson

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED
97 DEC -1 PM 1:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**RESTATED AND AMENDED
ARTICLES OF INCORPORATION**

OF

THE WILLIAM KENNERSON WILSON MEMORIAL

Pursuant to the provisions contained in Section 617.1007 of the Florida Not-For-Profit Corporation Act, the undersigned corporation not-for-profit, pursuant to resolutions duly adopted by its Board of Directors and its members, hereby adopt the following restated and amended Articles of Incorporation:

ARTICLE I.

NAME OF CORPORATION

The name of this corporation is THE WILLIAM KENNERSON WILSON MEMORIAL, INC.

ARTICLE II.

PURPOSES AND POWERS

The purposes for which this corporation is organized shall be as follows:

1. To perpetuate the name and memory of William Kennerson Wilson, a son of Hugh A. Wilson, Sr. and Pattie Y. Wilson, who gave the supreme sacrifice of his life while serving as a Second Lieutenant in the Armed Forces of the United States of America during World War II, and Robert L. Wilson, the son of Mr. and Mrs. T. D. Wilson, who met accidental death in Nuremberg, Germany, and all other members of the Armed Forces of the United States of America who gave the supreme sacrifice of their lives in defense of their country during World War II.

2. To provide recreational opportunities and facilities on lands now or hereafter owned, acquired, managed or controlled by the corporation, including, but not limited to, lands adjoining the Santa Fe River in Columbia County, Florida. Said recreational activities to be used by such persons as, from time to time, are deemed appropriate by the Board of Directors of this corporation, particularly family, friends and associates of those persons herein sought to be memorialized, as well as worthwhile organizations such as the Boy Scouts of America, in particular remembrance of William Kennerson Wilson, who, often in his lifetime, participated in activities of the Boy Scouts of America on said land with his beloved pastor and Scoutmaster, The Reverend E. F. Montgomery, of Lake City, Florida.

3. To provide and maintain a fund in such amount as, from time to time, the Board of Directors of this corporation deems appropriate or advisable for the purpose of providing loans and/or scholarships to worthy students in connection with their education beyond the secondary school level. Such scholarships and/or loans shall be made available in such amounts and upon such terms as may be, from time to time, provided by policies established by the Board of Directors of the corporation.

4. To promote and assist any other worthwhile charitable, educational or religious purpose as, from time to time, the Board of Directors may deem appropriate.

In carrying out its purpose the corporation shall have all corporate powers now or hereafter provided by the laws of the State of Florida, including, but not limited to: the right to purchase, own, operate, maintain, control, mortgage, sell, lease, encumber or

otherwise deal in and with real and personal property of every type, kind and nature, including cash; and the right to manage, invest, control, re-invest and expend the funds of the corporation in connection with the making of loans, the purchase of securities of every type, kind and nature, as deemed advisable by the Board of Directors of the corporation; and to utilize said funds in any way whatsoever for the benefit of the corporation and the carrying out of its purposes.

ARTICLE III.

CLASSIFICATION OF MEMBERSHIP, MEMBERS OF EACH CLASSIFICATION, QUALIFICATIONS, AND VOTING RIGHTS OF MEMBERS

1. The membership of this corporation shall be divided into three (3) separate classes designated respectively as:

- (i) Class A Member
- (ii) Class B Member
- (iii) Class C Member.

2. No person shall be a member of the corporation who is not a lineal descendant of Hugh A. Wilson, Sr. and Pattie Y. Wilson, his wife.

3. Hugh A. Wilson, Jr., Lovelyn Wilson Heyward, and James Y. Wilson are the surviving children of Hugh A. Wilson, Sr., and Pattie Y. Wilson, his wife, and shall be the initial members of this corporation.

4. The members of Class A membership initially shall be Hugh A. Wilson, Jr., and upon his death, those of his surviving lineal descendants who, at the time of his death,

are at least twenty-one (21) years of age, together with those of his lineal descendants who thereafter, from time to time, become twenty-one (21) years of age.

5. The members of Class B membership initially shall be Lovelyn Wilson Heyward, and upon her death, those of her surviving lineal descendants who, at the time of her death, are at least twenty-one (21) years of age, together with those of her lineal descendants who thereafter, from time to time, become twenty-one (21) years of age.

6. The members of Class C membership initially shall be James Y. Wilson, and upon his death, those of his surviving lineal descendants who, at the time of his death, are at least twenty-one (21) years of age, together with those of his lineal descendants, who thereafter, from time to time, become twenty-one (21) years of age.

7. Each class of membership shall have one (1) vote to cast upon any matter which a member is authorized to vote by the provisions of these articles of incorporation, its by-laws, or the laws of the State of Florida. All matters shall be decided by a two-thirds (2/3) vote of all classes of membership. In the event that any class of membership has more than one (1) person as members, its one (1) membership vote shall be divided proportionately among the members of such class of members, with each member of such class being entitled to cast his or her proportionate share of the one (1) vote of such class of membership.

8. None of the members of the corporation shall be entitled to receive any benefits from the corporation in the nature of a dividend or distribution, except upon dissolution of the corporation as herein provided, except, however, that the corporation may pay to

its members, officers, and directors, reasonable compensation for their services rendered to the corporation and reimbursement to said members, officers, and directors, for expenses incurred for and on behalf of the corporation.

ARTICLE IV.

TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE V.

SUBSCRIBERS

The names and residences of the subscribers hereto are:

<u>NAME</u>	<u>ADDRESS</u>
Hugh A. Wilson, Jr.	425 North Marion Street Lake City, Florida 32055
James Y. Wilson	2319 Inglewood Drive Lake City, Florida 32055
Lovelyn W. Heyward	4380 Old Sterlington Road Monroe, Louisiana 71203

ARTICLE VI.

OFFICERS

The affairs of the corporation shall be managed by a President, one or more Vice Presidents, a Secretary and a Treasurer. Any individual may hold more than one office, except that the President shall be neither the Secretary nor the treasurer of the corporation. The officers shall be appointed annually by the Board of Directors of the corporation at the time of the annual meeting of the Board of Directors, as provided in the

By-Laws. The names of the officers who shall serve until the first appointment under these Articles of Incorporation are as follows:

<u>NAME</u>	<u>TITLE</u>
Hugh A. Wilson, Jr.	President
Lovelyn Wilson Heyward	Vice President
James Y. Wilson	Secretary-Treasurer

ARTICLE VII.

BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of three (3) persons, and the names and addresses of the persons who shall serve as directors initially are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Hugh A. Wilson, Jr.	425 North Marion Street Lake City, Florida 32055
James Y. Wilson	2319 Inglewood Drive Lake City, Florida 32055
Lovelyn W. Heyward	4380 Old Sterlington Road Monroe, Louisiana 71203

The Board of Directors shall have the power and authority to elect their successors and, in the event of a vacancy in the Board of Directors, the surviving director shall appoint a successor; provided, however, that at all times a majority of the members of the Board of Directors shall be members of the corporation, and provided further that, in the event the Board of Directors shall fail or neglect to appoint a successor director for a period of

thirty (30) days after a vacancy exists, the members of the corporation shall have the power and authority to appoint such successor director or directors at any regular or special meeting of the members called for such purpose.

ARTICLE VIII

BY-LAWS OF THE CORPORATION

The by-laws of the corporation shall be adopted, amended, or repealed by action of a majority of the Board of Directors at any time.

ARTICLE IX.

AMENDMENTS TO ARTICLES OF INCORPORATION

Amendments to the Articles of Incorporation of this corporation may be proposed and adopted by a two-thirds (2/3) majority of the members of the corporation at any regular or special meeting called for such purpose.

ARTICLE X.

DISPOSITION OF ASSETS UPON DISSOLUTION

In the event of dissolution of this corporation, all property of the corporation shall be distributed to, and become the property of, James Y. Wilson, Hugh A. Wilson, Jr., and Lovelyn Wilson Heyward, in equal shares, share and share alike, provided that, should any or all of said persons be deceased at the time of such dissolution, the share to which such person would have been entitled shall be distributed to the heirs-at-law of such person.

ARTICLE XII.

DESIGNATION OF RESIDENT AGENT

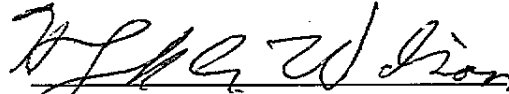
The resident agent for service of process of this corporation shall be Hugh A. Wilson, Jr., whose street address or location for service of process within this state is 425 North Marion Street, Lake City, Florida 32055.

The foregoing Re-Stated Articles of Incorporation re-state and further amend the provisions of the corporation's Articles of Incorporation as theretofore amended.

DATED November 26, 1997.

THE WILLIAM KENNERSON WILSON
MEMORIAL, INC.

By:


President

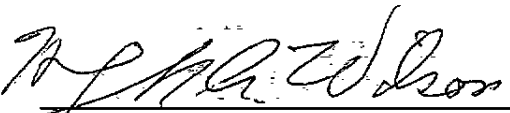
CERTIFICATE

The Board of Directors adopted the Re-stated Articles and the amendments to the Articles appearing in the Re-stated Articles were duly approved by the members in accordance with the Florida Not-For-Profit Corporation Act, and the information required in Section 617.1006 is set forth as follows:

The amendments to the Articles of Incorporation were adopted on November 21, 1997, by the members and that the number of votes cast for the amendments were sufficient for approval.

DATED November 26, 1997.

THE WILLIAM KENNERSON WILSON
MEMORIAL, INC.

By: 
President