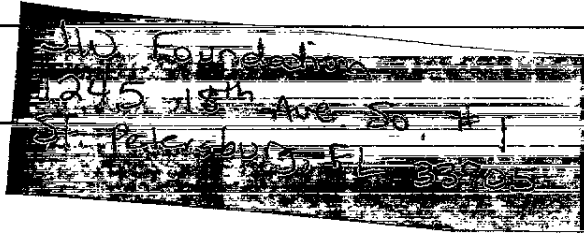


101000000004

Requester's Name



Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

FILED
01 FEB 15 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- ☐ Walk in ☐ Pick up time ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

300003706393--7
-02/16/01--01026--001
****350.00 ****350.00

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Feb
2/16

Examiner's Initials

**AFFIDAVIT TO THE FLORIDA SECRETARY OF STATE
TO FILE OR QUALIFY**

JW Foundation

A Charitable TRUST

In accordance with Section 609.02 of the Florida Statutes, pertaining to
Common Law Declarations of Trust, the undersigned, the Chairman of the
Board of Trustees of J.W. Foundation, a

(Name of Trust)

Florida

(State)

Trust hereby affirms in order to file or qualify

J.W. Foundation

(Name of Trust)

, in the State of Florida.

1. Two or more persons are named in the Trust.

2. The principal address is 1245 18th Avenue South #1
St. Petersburg, FL 33705

3. The registered agent and street address in the State of Florida are:

Joseph Waller

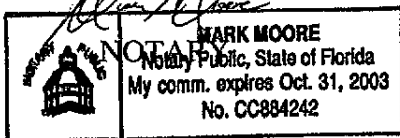
1245 18th Ave. So. #1, St. Petersburg, FL 33705

4. Acceptance by the registered agent: Having been named as registered
agent to accept service of process for the above named Declaration of Trust
at the place designated in this affidavit, I hereby accept the appointment as
registered agent and agree to act in this capacity.

Joseph Waller

(Signature of Registered Agent)

5. I certify that the attached is a true and correct copy of the Declaration of
Trust under which the association proposes to conduct its business in
Florida.



December 19, 2000
CR2E063(3/00)

Joseph Waller
Name: Joseph Waller
Chairman of the Board of Trustees

Filing Fee: \$350.00
Certified Copy: \$ 8.75 (optional)

FILED
01 FEB 15 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

01 FEB 15 PM 1:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J.W. Foundation, (Charitable Trust)

Declaration of Trust, made as of 18th day of July, 2000, by Joseph Waller Jr. (Omali Yeshitela) Settlor-Trustee, Harriet Davis (Ironiff Ifoma), and John D. Due, Jr., attorney, who hereby declare and agree that they have received this day from Joseph Waller, as donor, the sum of ten dollars (\$10) and that they will hold and manage the same, and any additions to it, in trust, as follows:

First. The trust shall be the J.W. Foundation, a charitable trust. This charitable trust 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 corresponding section of any future federal tax code. This trust, pursuant to these purposes, is organized and operated for:

- a) advancement of education or science;
- b) defense of human and civil rights secured by law;
- c) relief of the poor, the distressed, or the underprivileged;
- d) combating community deterioration and juvenile delinquency and
- e) other purposes tax-exempt under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

The designated trustee of the African People's Socialist Party, or its successor, at all times, shall be the managing trustee. The managing trustee may add, replace or retire the other trustees of the foundation.

Any other provisions of this instrument notwithstanding, the trustees shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or corresponding section of any future federal tax code.

The property and operations of this charitable trust is irrevocably dedicated to the charitable purposes described in this Declaration of Trust and no part of the net income or assets of this charitable trust shall even inure to the benefit of any trustee, private shareholder, officer, member of individual.

Any other provisions of this instrument notwithstanding, the trustees will not engage in any action of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or corresponding section of any future federal tax code; nor retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or corresponding section of any future federal tax code; nor make any investments in such manner as to incur tax liability under section 4944 of the Internal Revenue Code, or corresponding section of any future federal tax code; nor make any taxable

expenditures as defined in section 4945(d) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Second. The trustees may receive and accept property, whether real, personal, or mixed, by way of gift, bequest, or devise, from any person, firm, trust, or corporation, to be held, administered, and disposed of in accordance with and pursuant to the provisions of this Declaration of Trust; but no gift, bequest or devise of any such property shall be received and accepted if it is conditioned or limited in such manner as to require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article Third of this Declaration of Trust, or as shall in the opinion of the trustees, jeopardize the federal income tax exemption of this trust pursuant to section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Third. A. The principal and income of all property received and accepted by the trustees to be administered under this Declaration of Trust shall be held in trust by them, and the trustees may make payments or distributions from income or principal, or both, to or for the use of such charitable organizations, within the meaning of that term as defined in paragraph C. in such amounts and for such charitable purposes of the trust as the trustees shall from time to time select and determine; and the trustees may make payments or distributions from income or principal, or both, directly for such charitable purposes, within the meaning of that term as defined in paragraph D, in such amounts as the trustees shall from time to time select and determine without making use of any other charitable organization. The trustees may also make payments or distributions of all or any part of the income or principal to states, territories, or possessions of the United States, any political subdivision of any of the foregoing or to the United States or the District of Columbia but only for charitable purposes within the meaning of that term as defined in paragraph D. Income or principal derived from contribution by corporations shall be distributed by the trustees for use solely within the United States or its possessions. No part of the net earnings of the trust shall inure or be payable to or for the benefit of any private shareholder or individual and no substantial part of the activities of this trust shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. No part of the activities of this trust shall be the participation in, or intervention in (including publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

B. The trust shall continue forever unless the trustees dissolve it and distribute all of the principal and income, which action may be taken by the trustees in their discretion at any time. In the event of such dissolution, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. The donor authorizes and empowers the trustees to form and organize a nonprofit corporation limited to the uses and purposes provided for in this Declaration of Trust, such corporation to be organized under the laws of any state or under the laws of the United States as may be determined by the trustees; such corporation when organized to have power to administer and control the affairs and property and to carry out the uses, objects, and purposes of this trust. Upon the creation and organization of such corporation, the trustees are authorized and empowered to convey, transfer, and deliver to such corporation all the property and assets to which this trust may be or become entitled. The charter, bylaws, and other provisions for the organization and management of such corporation shall be such as the trustees shall determine, consistent with the provisions of this paragraph.

C. In this Declaration of Trust and in any amendments to it, references to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possession, whether

under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting, to influence legislation, and which do not participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. It is intended that the organization described in this paragraph C shall be entitled to exemption from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

D. In this Declaration of Trust and in any amendments to it, the term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific, literary, or educational purposes within the meaning of those terms as used in section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, but only such purposes as also constitute public charitable purposes under the law of trusts of the State of California.

Fourth. This Declaration of Trust may be amended at any time or times by written instrument or instruments signed and sealed by the trustees, and acknowledged by any of the trustees, provided that no amendment shall authorize the trustees to conduct the affairs of this trust in any manner or for any purpose contrary to the provisions of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. An amendment of the provisions of this Article Fourth (or any amendment to it) shall be valid only if and to the extent that such amendment further restricts the trustees' amending power. All instruments amending this Declaration of Trust shall be noted upon or kept attached to the executed original of this Declaration of Trust held by the trustees. Before being effective, amendments shall be approved by the African People's Socialist Party or its successor.

Fifth. Any trustee under this Declaration of Trust may, by written instrument, signed and acknowledged, resign his office. The number of trustees shall be at all times not less than two, and whenever for any reason the number is reduced to one, there shall be, and at any other time there may be, appointed one or more additional trustees. Appointments shall be made by the trustee or trustees for the time in office by written instruments signed and acknowledged. Any succeeding or additional trustee shall, upon his acceptance of the office by written instrument signed and acknowledged, have the same powers, rights and duties, and the same title to the trust estate jointly with the surviving or remaining trustee or trustees as if originally appointed.

None of the trustees shall be required to furnish any bond or surety. None of them shall be responsible or liable for the acts of omissions of any other of the trustees or of any predecessor or of a custodian, agent, depositary or counsel selected with reasonable care.

The one or more trustees, whether original or successor, for the time being in office, shall have full authority to act even though one or more vacancies may exist. A trustee may, by appropriate written instrument, delegate all or any part of his POWERS to another or others of the trustees for such periods and subject to such conditions as such delegating trustee may determine.

The trustees serving under this Declaration of Trust are authorized to pay to themselves amounts for reasonable expenses incurred and reasonable compensation for services rendered in the administration of this trust, but in no event shall any trustee who has made a contribution to this trust ever receive any compensation thereafter.

Sixth. In extension and not in limitation of the common law and statutory powers of trustees and other powers granted in this Declaration of Trust, the trustees shall have the following discretionary powers:

a) To invest and reinvest the principal and income of the trust in such property, real, personal, or mixed, and in such manner as they shall deem proper, and from time to time to change investments as they shall deem advisable; to invest in or retain any stocks, shares, bonds, notes,

obligations, or personal or real property (including without limitation on any interests in or obligations of any corporation, association, business trust, investment trust, common trust fund, or investment company) although some or all of the property so acquired or retained is of a kind or size which but for this express authority would not be considered proper and although all of the trust funds are invested in the securities of one company. No principal or income, however, shall be loaned, directly or indirectly, to any trustee or to anyone else, corporate or otherwise, who has at any time made a contribution to this trust, nor to anyone except on the basis of an adequate interest charge and with adequate security.

b) To sell, lease, or exchange any personal, mixed, or real property, at public auction or by private contract, for such consideration and on such terms as to credit or otherwise, and to make such contracts and enter into such undertakings relating to the trust property, as they consider advisable, whether or not such leases or contracts may extend beyond the duration of the trust.

c) To borrow money for such periods, at such rates of interest, and upon such terms as the trustees consider advisable, and as security for such loans to mortgage or pledge any real or personal property with or without power of sale; to acquire or hold any real or personal property, subject to any mortgage or pledge on or of property acquired or held by this trust.

d) To execute and deliver deeds, assignments, transfers, mortgages, pledges, leases, covenants, contracts, promissory notes, releases, and other instruments, sealed or unsealed, incident to any transaction in which they engage.

e) To vote, to give proxies, to participate in the reorganization, merger or consolidation of any concern, or in the sale, lease, disposition, or distribution of its assets; to join with other security holders in acting through a committee, depository, voting trustees, or otherwise, and in this connection to delegate authority to such committee, depository, or trustees and to deposit securities with them or transfer securities to them; to pay assessments levied on securities or to exercise subscription rights in respect of securities.

f) To employ a bank or trust company as custodian of any funds or securities and to delegate to it such powers as they deem appropriate; to hold trust property without indication of fiduciary capacity but only in the name of a registered nominee, provided the trust property is at all times identified as such on the books of the trust; to keep any or all of the trust property or funds in any place or places in the United States of America; to employ clerks, accountants, investment counsel, investment agents, and any special services, and to pay the reasonable compensation and expenses of all such services in addition to the compensation of the trustees.

Seventh. The trustees' powers are exercisable solely in the fiduciary capacity consistent with and in furtherance of the charitable purposes of this trust as specified in Article Third and not otherwise.

Eighth. In this Declaration of Trust and in any amendment to it, references to "trustees" mean the one or more trustees, whether original or successor, for the time being in office.

Ninth. Any person may rely on a copy, certified by a notary public, of the executed original of this Declaration of Trust held by the trustees, and of any of the notations on it and writings attached to it, as fully as he might rely on the original documents themselves. Any such person may rely fully on any statements of fact certified by anyone who appears from such original documents or from such certified copy to be a trustee under this Declaration of Trust. No one dealing with the trustees need inquire concerning the validity of anything the trustees purport to do. No one dealing with the trustees need see to the application of anything paid or transferred to or upon the order of the trustees of the trust.

Tenth. This Declaration of Trust is executed and is to be governed in all respects by the laws of the State of Florida and the laws of the states where it operates. However, its operations are limited to the states and territories of the United States.

The initial office, place and address of this trust is: 1245 18th Avenue South, Suite 1, St. Petersburg, FL 33705.

The addresses of the settlor and each of the initial trustees are as follows:

Joseph Waller, Settlor/Managing Trustee 1245 18th Avenue South #1, St. Petersburg, FL 33705

Harriet Davis, Trustee 1245 18th Avenue South #1, St. Petersburg, FL 33705

John D. Due, Jr., Esq., Trustee 395 NW 1st Street, Miami, FL 33128

Execution and Acceptance by Trustees

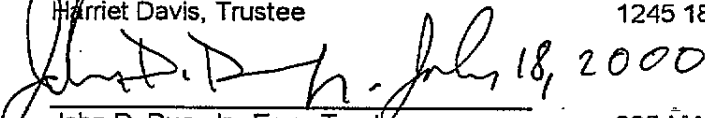
Having being named herein this instrument as trustees at the place designated in this instrument, the undersigned execute the foregoing declaration of trust and agree with the common law and the provisions of all statutes regarding charitable trusts to the proper and complete performance of duties, and accept the duties and obligations of all such statutes of the State of Florida that this charitable trust is formed.


Joseph Waller, Settlor/Managing Trustee

1245 18th Avenue South #1, St. Petersburg, FL 33705


Harriet Davis, Trustee

1245 18th Avenue South, St. Petersburg, FL 33705


John D. Due, Jr., Esq., Trustee

395 NW 1st Street, Miami, FL 33128