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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Ethline R. Williams Preparatory School Inc.

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T. SMITH MAY 15 2000

Ordered By: \_\_\_\_\_

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MAY 15 AM 9:30  
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

W-12/25



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 9, 2000

UCC FILING & SEARCH SERVICES, INC.  
526 E. PARK AVE  
TALLAHASSEE, FL 32301

SUBJECT: ETHLINE R. WILLIAMS PREPARATORY SCHOOL, INC.  
Ref. Number: W00000012185

We have received your document for ETHLINE R. WILLIAMS PREPARATORY SCHOOL, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith  
Document Specialist

Letter Number: 600A00025868

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
FLORIDA NONPROFIT CORPORATION

ARTICLE I

Corporate Name

The name of this corporation is ETHLINE R. WILLIAMS PREPARATORY SCHOOL, INC. and its principal place of business is located at 5815 Memorial Highway, Tampa, Florida 33615.

ARTICLE II

Corporate Nature

This is a nonprofit corporation, organized solely for general educational, religious, charitable purposes pursuant to the Florida Corporations Not for Profit law set forth in Section 617 of the Florida Statutes.

ARTICLE III

Duration

The term of existence of the corporation is perpetual unless dissolved according to law.

ARTICLE IV

General and Specific Purposes

The specific and primary purposes for which this corporation is formed are:

(a) To collect from charitable persons, firms and corporations, either absolutely or in trust, by gift, conveyance, transfer, settlement, devise and bequest, or in any other manner or manners, lands, buildings, bonds, shares of corporate stock, monies, clothing, food and any and all other kinds of property by any name and nature and to manage and invest the same; to dispose of in any manner, and to distribute in the discretion of the Directors, any portion of income and/or corpus of said gifts, exclusively for:

1. Religious, charitable, scientific, literary or educational purposes or for the prevention of cruelty to children or animals, but no part of such corpus or income shall inure to or be spent for the benefit of any private director or individual, and no part of the activities shall constitute the carrying on of propaganda, or otherwise attempting to influence legislation.

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TALLAHASSEE, FLORIDA

2. The foregoing purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to, or inference from, the terms of any other clause of these Articles of Incorporation and shall each be regarded as independent, and construed as powers as well as purposes of the corporation. The Directors shall have complete discretion and control as to what portion of said property and property rights shall be devoted to each of said authorized purposes.

(b) This corporation shall engage, otherwise than as an insubstantial part of its activities, only in activities which in themselves are in furtherance of its stated purposes and upon its dissolution, any assets remaining after the payment of its debts shall be distributed to a charitable organization exempt from Federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code as now provided or hereafter amended.

c) To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

(d) To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

## ARTICLE V

### Management of Corporate Affairs

(a) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the corporation shall be no less than three, provided, however, that such number may be changed by a bylaw duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at 10:00 o'clock a.m. on the first Friday of April of each year at the offices of the corporation, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Ethline M. Williams	7605 W. Osborne Avenue, Tampa, FL 33615
Wilbert Williams, Sr.	7605 W. Osborne Avenue, Tampa, FL 33615
Joy Williams	10119 Pine Trails Court, Tampa, FL 33647
Wilbert Williams, Jr.	8202 Buckstone Place, Tampa, FL 33615

(b) Corporate Officers. The Board of Directors shall elect the following officers: President and Secretary, and such other officers as the Bylaws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

	<u>Name</u>	<u>Address</u>
President	Ethline M. Williams	7605 W. Osborne Avenue, Tampa, FL 33615
Vice President	Wilbert Williams, Sr.	7605 W. Osborne Avenue, Tampa, FL 33615

Secretary Joy Williams

10119 Pine Trails Court,  
Tampa, FL 33647

Treasurer Wilbert Williams, Jr.

8202 Buckstone Place,  
Tampa, FL 33615

#### ARTICLE VI

##### Earnings & Activities of Corporation

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, Directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

(b) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(c) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

#### ARTICLE VII

##### Distribution of Assets

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation, in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively

for such purposes or to such organization or organizations as such court shall determine which are organized and operated exclusively for such purposes.

#### ARTICLE VIII

##### Membership

(a) The corporation shall have one class of members and no more than one membership may be held by any one person. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote.

(b) Any person paying the dues provided for by the Bylaws and agreeing to be bound by the Articles of Incorporation and the Bylaws of the corporation and by such rules and regulations as the Directors may from time to time adopt, is eligible for membership.

(c) A prospective member shall be eligible upon presentation of an approved application by membership committee for approval and acceptance by the Board of Directors.

(d) The corporation is organized upon a non-stock basis.

#### ARTICLE IX

##### Subscribers

The names and residence addresses of the Subscribers of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ethline M. Williams	7605 W. Osborne Avenue, Tampa, FL 33615
Wilbert Williams, Sr.	7605 W. Osborne Avenue, Tampa, FL 33615

#### ARTICLE X

##### Amendment of Bylaws

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not For Profit law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the Bylaws.

ARTICLE XI

Dedication of Assets

The property of this corporation is irrevocably dedicated to religious, educational, charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XII

Registered Agent and Office

The address of the corporation's registered office shall be 5815 Memorial Highway, Tampa, FL 33615 and the name of its Registered Agent at said address shall be Ethline M. Williams.

ARTICLE XIII

Amendment to Articles

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote.

We, the undersigned, being the subscribers and incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 28<sup>th</sup> day of April, 2000.

  
ETHLINE M. WILLIAMS

  
WILBERT WILLIAMS, Sr.

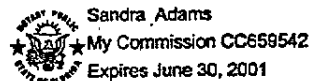
STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared ETHLINE M. WILLIAMS and WILBERT WILLIAMS, Sr. to me known to be the person(s) who executed the foregoing Articles of Incorporation and who acknowledged to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 28<sup>th</sup> day of April, 2000.

  
Notary Public - State of Florida

My Commission Expires:





CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE


Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is: ETHLINE R. WILLIAMS PREPARATORY SCHOOL INC.
2. The name and address of the registered agent and office is: Ethline M. Williams, 5815 Memorial Highway, Tampa, Florida.

  
Ethline M. Williams, President

Dated 28th April 2000.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

  
Ethline M. Williams

Dated 28th April 2000.

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00 MAY 15 AM 9:30  
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TALLAHASSEE, FLORIDA