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FLORIDA NON-PROFIT CORPORATION

Walker Memorial Academy Foundation, Inc.

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**ARTICLES OF INCORPORATION  
OF  
WALKER MEMORIAL ACADEMY FOUNDATION, INC.  
a Florida corporation, not for profit**

**ARTICLE I  
NAME**

The name of the corporation is WALKER MEMORIAL ACADEMY FOUNDATION, INC.

**ARTICLE II  
DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE III  
PURPOSE**

The purpose and powers for which the corporation is organized are as follows:

- 1) To own, rent, lease, operate and maintain sufficient real and personal property to carry out the purposes herein expressed;
- 2) To receive and make donations, gifts, or bequests of money or other property, and to accept the same, subject to such conditions or trusts as may be attached thereto, and to obligate itself to perform and execute, and to perform, and all such conditions or trusts, all on behalf of Walker Memorial Academy.
- 3) To contract debts and to borrow money, to issue, sell and pledge bonds, debentures, notes and other evidences of indebtedness.
- 4) To do everything necessary, proper, advisable or convenient for the accomplishment of the purposes or powers set forth in this article, and to do all other things incidental thereto or connected therewith, which are not forbidden by law or these articles of incorporation.
- 5) The purposes or powers set forth in this article are not in limitation of the general powers conferred by non-profit corporation laws of the State of Florida.
- 6) There shall be no power to engage in any activity which would disqualify the corporation as an exempt organization which under §501 of the Internal Revenue

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Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

- 7) No part of the assets or the net earning of this corporation shall inure to the benefit of any private shareholder or individual; no substantial part of the activities of this corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation; and this corporation shall not participate or intervene in, any political campaign on behalf of any candidate for public office.

**ARTICLE IV**  
**OFFICERS**

The affairs of the corporation are to be managed by a president, vice-president, secretary, treasurer. Officers who are to serve until the first election of officers are:

NAME	OFFICE
William E. Farmer	President
Wayne McNutt	Vice-President
Douglas Jacobs	Secretary
William C. Sager	Treasurer

**ARTICLE V**  
**DIRECTORS**

The Directors of the corporation shall be not less than three (3) in number and shall be selected by the method set forth in the By-laws of the corporation. The initial Directors for the corporation and their addresses are as follows:

NAME	ADDRESS
William E. Farmer	1525 West Avon Boulevard, Avon Park, Florida
Wayne McNutt	2170 North West Shore Drive, Avon Park, Florida
William C. Sager	1545 West Poinsettia Road, Avon Park, Florida
Alan Ashcraft	246 West Lake Damon Drive, Avon Park, Florida
Tony Y. T. Chen, M. D.	1598 US 27 North, Avon Park, Florida
Douglas Jacobs	1636 West Allamanda Drive, Avon Park, Florida

**ARTICLE VI**  
**REGISTERED OFFICE**

The street address for the initial registered office is 1525 West Avon Boulevard, Avon Park, Florida 33825, and the initial registered agent at such address is WILLIAM E. FARMER.

The principal place of business of this corporation shall be 1525 West Avon Boulevard, Avon Park, Florida 33825, and the mailing address for the corporation shall be 1525 West Avon Boulevard, Avon Park, Florida 33825.

**ARTICLE VII**  
**INCORPORATOR**

The name and address of the sole incorporator to these Articles of Incorporation is William E. Farmer, 1525 West Avon Boulevard, Avon Park, Florida 33825. The incorporator of these articles of incorporation hereby assigns to this corporation his rights under Section 617, Florida Statutes, to constitute a corporation.

**ARTICLE VIII**  
**LIABILITY**

Every director and officer of this corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be party, or in which he may become involved, by reason of his being or having been a director or officer of the corporation, whether or not he is a director or officer at the time such expenses are incurred, except in such cases where the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon

a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

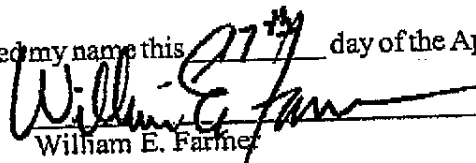
**ARTICLE IX**  
**DISTRIBUTION OF ASSETS UPON DISSOLUTION OR FINAL LIQUIDATION**

Upon dissolution or the winding up of the affairs of this corporation, for whatever reason, its assets shall be first applied to the payment of any liabilities and the balance thereof shall be distributed, transferred, conveyed, delivered, and paid over to such other organizations as may be designated by the donor of a particular fund or property, or in the absence of such a designation, by the Board of Directors; provided, however, that any such organization shall themselves be qualified for exemption under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended; and provided further that this Article VII shall not be subject to amendment.

**ARTICLE X**  
**AMENDMENTS TO ARTICLES**

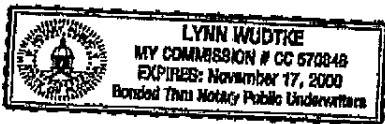
Amendments to these Articles of Incorporation shall be made as per the procedure set forth within the By-laws for the corporation.

IN WITNESS WHEREOF, I have subscribed my name this 27<sup>th</sup> day of the April 2000.

  
William E. Farner  
Incorporator

STATE OF FLORIDA  
COUNTY OF HIGHLANDS


The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of April 2000, by William E. Farmer, who is [ ☒ ] personally known to me, or who has [ ☐ ] produced his \_\_\_\_\_ as identification and who did not take an oath.



Lynn Wudtke  
Lynn Wudtke  
Notary Public, State of Florida  
(Affix Seal)

## ACCEPTANCE

I agree as registered agent to accept service of process, to keep the registered office open during prescribed hours, and to post my name in some conspicuous place in the office as required by law.

  
William E. Farmer  
Registered Agent

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Prepared by: Bert J. Harris, III  
Swaine, Harris & Sheehan, P. A.  
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