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AUTHORIZATION : *Patricia Pizuto*
COST LIMIT : \$ 70.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ORDER NO. : 861265-005
CUSTOMER NO: 6258A

CUSTOMER: Ms. Diane Preston Moore
Bond Schoeneck & King, P.a.
Suite 404
4001 Tamiami Trail North
Naples, FL 34103

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DOMESTIC FILING

NAME: THE JOHN WALKER CHARITABLE
FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Darlene Ward - EXT. 1135
EXAMINER'S INITIALS:

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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WC*

ARTICLES OF INCORPORATION

OF

THE JOHN WALKER CHARITABLE FOUNDATION, INC.

[A Florida Not For Profit Corporation]

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TALLAHASSEE, FLORIDA

Article 1. Name

The name of the Corporation is:

The John Walker Charitable Foundation, Inc.

Article 2. Principal Office and Mailing Address

The street address of the initial principal office of the Corporation is 4317 Sanctuary Way, Bonita Springs, Florida 34134. The initial mailing address of the Corporation is 4317 Sanctuary Way, Bonita Springs, Florida 34134.

Article 3. Purposes

The purposes for which the Corporation is organized are as follows:

A. The purposes for which the Corporation is organized are to receive and maintain real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and Regulations issued pursuant to thereto as they now exist or as they may hereafter be amended.

B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director, Officer, or member of the Corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation, and reasonable expenses may be paid thereto, affecting one or more of the Corporation's purposes), and no Director, Officer, or member of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on the dissolution of the Corporation. No substantial part of the activities of the Corporation shall

include the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office, at any time.

C. The Corporation shall distribute its income for each taxable year at such time and in such manner so as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

D. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

E. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

F. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

G. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

H. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended.

I. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all 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 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purpose or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

Article 4. Directors

The method of election of the Directors of the Corporation is set forth in the Bylaws of the Corporation.

Article 5. Members

The Corporation shall have no members.

Article 6. Initial Registered Agent And Office

The street address of the Corporation's initial registered office is 4317 Sanctuary Way, Bonita Springs, Florida 34134. The name of the initial registered agent of the Corporation at that address is John E. Walker.

Article 7. Incorporator


The name and address of the sole incorporator of the Corporation is as follows:

John E. Walker
4317 Sanctuary Way
Bonita Springs, Florida 34134

Article 8. Amendment

The Corporation reserves the right, by the affirmative vote of the Corporation's Board of Directors, to amend or repeal any provision or provisions contained in these Articles of Incorporation or any amendment to them in any manner which does not contravene the purposes of the Corporation as stated herein and which would not adversely affect the Corporation's status as an organization qualifying under Section 501(c)(3) of the Internal Revenue Code of 1986.

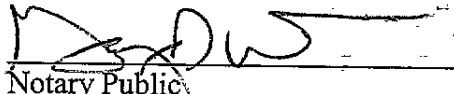
IN WITNESS WHEREOF, the undersigned, being the sole incorporator of the Corporation, has signed these Articles of Incorporation on this 10 day of October, 2000.



John E. Walker
Sole Incorporator

STATE OF ~~FLORIDA~~ ^{North Carolina}
COUNTY OF ~~LEE~~ ^{Macon}) ss.:

The foregoing instrument was acknowledged before me this 10 day of October, 2000 by JOHN E. WALKER, who is personally known to me (or who produced personally know as identification) and who acknowledged to and before me that he executed the instrument for the purposes therein expressed.




Notary Public
My Commission Expires: **MY COMMISSION EXPIRES AUGUST 13, 2006**

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of The John Walker Charitable Foundation, Inc., which is contained in the foregoing Articles of Incorporation. I am familiar with, and accept, the obligations of my position as registered agent.

Dated this 10 day of October, 2000.



John E. Walker
Registered Agent