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FLORIDA NON-PROFIT CORPORATION

Burl Williams/Angel Wings Foundation, Inc.

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**ARTICLES OF INCORPORATION
OF
BURL WILLIAMS/ANGEL WINGS FOUNDATION, INC.**

**ARTICLE I
NAME, SEAL AND OFFICES**

Name. The name of this Corporation is and shall be Burl Williams/Angel Wings Foundation, Inc.

Seal. The seal of the Corporation shall be circular in form and shall bear on its outer edge the words "BURL WILLIAMS/ANGEL WINGS FOUNDATION, INC."

Offices. The principal office of the Corporation is 244 S. 32nd Avenue, Jacksonville Beach, Florida 32250 and the mailing address of the Corporations is P.O. Box 551260, Jacksonville, Florida 32255. The Corporation may also have offices at such places as the Board of Trustees may from time to time appoint or the purposes of the Corporation may require.

**ARTICLE II
STATEMENT OF CORPORATE NATURE**

This is a non-profit Corporation organized solely for general charitable purposes pursuant to the Florida Corporations Not For Profit law set forth in Part I of Chapter 617 of the Florida Statutes.

**ARTICLE III
GENERAL PURPOSES**

The general purposes for which this Corporation is formed are to operate exclusively for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

Michael N. Schneider
P.O. Box 551260
Jacksonville, FL 32255-1260
(904) 296-0100
FL Bar No. 166929

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This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE IV
TERM

This Corporation shall have a perpetual existence.

ARTICLE V
MEMBERSHIP

This Corporation shall have one class of members. The initial Members shall be Franklin "Ray" Williams, Audrey Dearborn and Leslie B. Lyne. Additional persons of moral character may become Members if elected by a two-thirds (2/3) vote of the then existing membership.

The Members of this Corporation shall have no right, title or interest whatsoever in the Corporation's income, property or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this Corporation. Members of this Corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation, and shall not be subject to any assessments.

ARTICLE VI
INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Michael N. Schneider
5150 Belfort Road, Building 100
Jacksonville, FL 32256

ARTICLE VII
POWERS

The Corporation shall have all the powers set forth in Florida Statute 617.021 unless specifically prohibited by these Articles of Incorporation.

Notwithstanding any other provisions of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

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ARTICLE VIII
REGISTERED AGENT

The street address of the initial registered office shall be 5150 Belfort Road, Building 100, Jacksonville, Florida 32256 and the name of the initial registered agent of the Corporation at that address is Michael N. Schneider.

ARTICLE IX
MANAGEMENT OF CORPORATE AFFAIRS

Board of Trustees. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Trustees. The number of Trustees of the Corporation shall be not less than three nor more than seven. Initially, the Board of Trustees shall consist of three members, provided however, that such number may be changed (but in no event to a number less than three nor more than seven) by a bylaw duly adopted by the Members.

The Trustees named herein as the first Board of Trustees shall hold office until the first meeting of Members, to be held on December 10, 2003 at 9:00 o'clock a.m., at the principal office of the Corporation, at which time an election of trustees shall be held.

Annual meetings shall be held, thereafter, at 9:00 o'clock a.m. on the second Monday of December of each year at the principal office of the Corporation, or at such other place or places as the Board of Trustees may designate from time to time by resolution. The Trustees shall be elected at each annual meeting of the Members. Each Trustee shall hold office for three (3) years and until his successor is elected, qualified, or until his death, resignation or removal. Trustees may be re-elected to serve more than one term in office.

Any action required or permitted to be taken by the Board of Trustees 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 trustees. 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 trustees without a meeting and that the Articles of Incorporation and bylaws of this Corporation authorized the trustees to so act. Such a statement shall be prima facie evidence of such authority.

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The names and addresses of such first Members of the Board of Trustees are as follows:

Franklin "Ray" Williams
244 S. 32nd Avenue
Jacksonville Beach, FL 32250

Audrey Dearborn
244 S. 32nd Avenue
Jacksonville Beach, FL 32250

Leslie B. Lyne
501 Hopkins Street
Neptune Beach, FL 32266

Corporate Officers. The Board of Trustees shall elect the following officers: president, vice president, treasurer, and secretary, and such other officers as the bylaws of this Corporation may authorize the Trustees to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Trustees. Until such election is held, the following persons shall serve as corporate officers:

President:	Franklin "Ray" Williams
Vice President:	Audrey Dearborn
Secretary:	Leslie B. Lyne
Treasurer:	Franklin "Ray" Williams

ARTICLE X BYLAWS

Subject to the limitations contained in the bylaws, and any limitations set forth in the Corporations Not for Profit Law of Florida, concerning corporate action that must be authorized or approved by the Members of the Corporation, bylaws of the Corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the Board of Trustees 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 charitable purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any trustee, officer, or member thereof, or to the benefit of any private individual.

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ARTICLE XII
DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for religious, charitable and educational purposes and which has established its tax exempt status under Section 501(c) (3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws. Any 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 purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII
AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Trustees and presented to a quorum of Members for their vote. Amendments may be adopted by the vote of two-thirds of a quorum of Members of the Corporation.

ARTICLE XIV
MISCELLANEOUS

The Corporation shall distribute its income for each 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 of 1986, or corresponding provisions of any subsequent Federal tax laws.

The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal tax laws.

The undersigned, being the sole incorporator to this Corporation, for the purpose of forming this nonprofit charitable Corporation under the laws of the State of Florida has executed these Articles of Incorporation this 4th day of September, 2003.



Michael N. Schneider, Incorporator

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CERTIFICATE

DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN THE STATE

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That Burl Williams/Angel Wings Foundation, Inc. desiring to organize under the laws of the State of Florida with its registered office at 5150 Belfort Road, Building 100, City of Jacksonville, County of Duval, State of Florida, has named Michael N. Schneider, as its agent to accept service of process within the State of Florida.



Michael N. Schneider, Incorporator

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate, I hereby accept such appointment and agree to act in this capacity, and agree to comply with the provisions of law relating to keeping said office open.



Michael N. Schneider, Registered Agent

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