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Division of Corporations

ALAN S. GASSMAN, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

WALKER CHARITABLE FOUNDATION, INC.

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**ARTICLES OF INCORPORATION
OF
WALKER CHARITABLE FOUNDATION, INC.**

A Florida Nonprofit Corporation

THE UNDERSIGNED, being competent to contract, does subscribe to these Articles of Incorporation and acts as Incorporator for the purpose of forming a not-for-profit Corporation under the laws of the State of Florida, and does hereby adopt the following Articles of Incorporation:

ARTICLE ONE - NAME

The name of the Corporation is **WALKER CHARITABLE FOUNDATION, INC.**

ARTICLE TWO - PRINCIPAL OFFICE AND ADDRESS

The address of the principal office of the Corporation is 1201 5th Avenue North, Suite 408, St. Petersburg, FL 33705, and the mailing address of the Corporation is the same.

ARTICLE THREE - DURATION

The term of existence of the Corporation is perpetual and the corporate existence will commence on the filing of these Articles by the Department of State.

ARTICLE FOUR - PURPOSE

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

Alan S. Gassman, Esquire
1245 Court Street, Suite 102
Clearwater, FL 33756
(813) 442-1200
Florida Bar # 371750

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ARTICLE FIVE - CORPORATE POWERS AND LIMITATIONS

5.01 The Corporation shall have all of the powers provided to a Florida Nonprofit Corporation under Chapter 617 of the Florida Statutes, specifically including, but not limited to, the power to conduct activities and engage in transactions incidental to the purposes enumerated in Article Four, and the power to accept contributions, subject to the following limitations:

(a) No part of the 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 or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets or dissolution of the Corporation.

(b) 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) Notwithstanding any other provision 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(e)(2) of the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended.

5.02 Until and unless the Directors of the Corporation are notified in writing by the Internal Revenue Service that the Corporation has met the requirements necessary to avoid classification as a Private Foundation, the following additional restrictions shall apply:

(a) The Corporation shall distribute its income for each taxable year at such time and in such manner 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.

(b) 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.

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(c) 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.

(d) 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.

(e) 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.

5.03 Upon the 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 (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 purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE SIX - DIRECTORS

This Corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished from time to time, by an amendment of the By-Laws when such amendment is adopted by the stockholders, but shall never be less than three (3). The Directors shall be elected as stated in the By-Laws of the Corporation.

Alan S. Gassman, Esquire
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The names and street addresses of the members of the initial Board of Directors are:

Jeffrey S. Walker
1201 5th Avenue North, Suite 408
St. Petersburg, FL 33705

Jeffrey W. Hensley
1201 5th Avenue North, Suite 408
St. Petersburg, FL 33705

Kathy S. Allen
1201 5th Avenue North, Suite 408
St. Petersburg, FL 33705

The above named Directors shall hold office for the first year of existence of the Corporation or until successors are elected. Directors shall be elected in accordance with the By-Laws of the Corporation.

ARTICLE EIGHT - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida is 1245 Court Street, Suite 102, Clearwater, Pinellas County, Florida. The Board of Directors may from time to time, without amending these Articles, move the registered office to any other address within the State of Florida.

The initial Registered Agent is designated as Alan S. Gassman, Esquire. The Registered Agent of the Corporation may be changed at any time by a vote of the Board of Directors without an amendment of these Articles.

ARTICLE NINE - INCORPORATOR

The name and street address of the undersigned as incorporator of these Articles of Incorporation is: Alan S. Gassman, Esquire, 1245 Court Street, Suite 102, Clearwater, Florida 33756.

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IN WITNESS WHEREOF, the undersigned have hereunto set his hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 10th day of September, 2003.

 (SEAL)
ALAN S. GASSMAN, ESQUIRE

STATE OF FLORIDA)
COUNTY OF PINELLAS)

I HEREBY CERTIFY, that on this day, before me, a notary public duly authorized in the State of County above named to take acknowledgments, the undersigned notary, personally appeared ALAN S. GASSMAN, known to me, and who did take an oath, to be the person whose name is subscribed to the above instrument and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he voluntarily executed these Articles of Incorporation for the uses and purposes herein contained.

WITNESS my hand and official seal in the County and State above named, this 10th day of September, 2003.


Notary Public

My Commission Expires:



Alan S. Gassman, Esquire
1245 Court Street, Suite 102
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ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statute 48.091 and Article VII of these Articles of Incorporation, the undersigned Registered Agent does hereby accept the duties as Registered Agent and designates as his location for service of process as:

Alan S. Gassman, Esquire
1245 Court Street
Suite 102
Clearwater, Florida 33756

The undersigned shall serve as Registered Agent until otherwise removed or he shall resign pursuant to the laws of the State of Florida.



(SEAL)

ALAN S. GASSMAN, ESQUIRE

JA\Walker, Jeffrey Scott, M.D\Walker Charitable Foundation\Articles of Incorporation, word
of

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA