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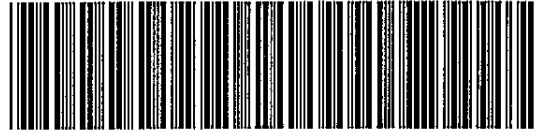
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February 9, 2004

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: Florida Not-for-Profit Corporation

Dear Sir/Madam:

Enclosed please find original executed Articles of Incorporation for Woodrow Wilson Foundation, Inc., a Florida not-for-profit corporation, along with a check in the amount of \$78.75 to cover the \$35.00 filing fee, \$35.00 registered agent designation fee, and \$8.75 for a certified copy.

Please send the certified copy to: Karen L. Jones, Esquire, 606 E. Madison Street, Tampa, FL 33602.

If you have any questions regarding the above, please contact me.

Very cordially yours,

MANEY, DAMSKER, JONES
& KUHLMAN, P.A.



Peggy Ryder
Legal Assistant

par
Enclosures

**ARTICLES OF INCORPORATION
OF
WOODROW WILSON FOUNDATION, INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

The undersigned hereby organizes a not for profit corporation under the provisions of the Florida Not For Profit Corporation Act, and pursuant to the following Articles of Incorporation:

ARTICLE 1

Name

The name of this corporation is:

Woodrow Wilson Foundation, Inc.

(Hereafter the "Corporation");

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ARTICLE 2

Principal Office and Mailing Address

The address of the principal office and the mailing address of the Corporation is:

1005 Swann Avenue
Tampa, Florida 33606

ARTICLE 3

Purpose

The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, and to promote the interest and welfare of Woodrow Wilson Middle School, a public middle school located in Tampa, Florida.

ARTICLE 4

Board of Directors

The Corporation shall be managed by a Board of Directors in accordance with the provisions of the bylaws. The number of directors may be either increased or decreased from time to time in the manner provided in the bylaws, but shall always be an odd number and shall never be less than three

(3). The names and addresses of the persons who shall serve as the initial directors of the Corporation until their successors are duly appointed are as follows:

Karen Maney	1009 S. Oregon Avenue Tampa, Florida 33606
Mary Frances Cagno	1310 Anglers Lane Lutz, Florida 33549
Krystal Eagan	11304 Sweet Bay Ct. Riverview, Florida 33569

ARTICLE 5

Officers

The following individuals shall serve as the initial officers of the Corporation until such individual's successor is duly appointed, or until his earlier resignation, removal or death:

President	Lori Larson	5213 S. Crescent Drive Tampa, Florida 33611
Treasurer	Michelle Heitlinger	310 S. Gomez Avenue Tampa, Florida 33609
Secretary	Michelle Shimberg	3214 W. Fountain Blvd. Tampa, Florida 33609

ARTICLE 6

Members

The Corporation shall have members. The qualifications for membership and the manner of the admission of such members shall be as regulated by the bylaws.

ARTICLE 7

Powers

The Corporation shall have all of the powers given to a not for profit corporation by the Florida Statutes, to the extent consistent with these Articles of Incorporation. Notwithstanding any other provision 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, including, but not limited to, carrying on any propaganda or otherwise attempt to influence legislation and the Corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE 8

Incorporator

The name and address of the person signing these Articles of Incorporation is:

Name

Stephanie Woodford

Address

1005 S. Swann Avenue
Tampa, Florida 33606

ARTICLE 9

Initial Registered Office and Agent

The initial registered office of the Corporation shall be 1005 S. Swann Avenue, Tampa, Florida 33606. The initial registered agent at such address shall be Ms. Stephanie Woodford.

ARTICLE 10

Duration

The Corporation shall have perpetual existence, commencing upon the date of filing of these Articles of Incorporation by the Florida Department of State.

ARTICLE 11

Indemnification

The Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE 12

Bylaws

The initial Board of Directors shall adopt initial Bylaws of the Corporation. The power to alter, amend, or repeal the Bylaws, or to adopt new Bylaws, shall be vested in the Directors of the Corporation.

ARTICLE 13

Amendment to Articles

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Directors is subject to this reservation.

ARTICLE 14

Distribution of Assets

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, directors, officers, or other private persons, except that the Corporation shall be empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of its charitable purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene (including the publication or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not conduct any activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any federal income tax law enacted in substitution of that Code, or by a corporation, contributions to which are deductible under Section 170(a) and (c)(2) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any federal income tax law enacted in substitution of that Code.

ARTICLE 15

Dissolution of Corporation

Upon the dissolution of the Corporation, its assets shall be distributed to one or more charitable organizations that are exempt within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Clerk of Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such charitable or public purposes.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 5th day of February, 2004, and acknowledges that she is familiar with, and accepts, the obligations of registered agent of this corporation.


STEPHANIE WOODFORD
Registered Agent

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