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05 JUN -7 PM 4:45  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

September 10, 2004

WRIGHT, FULFORD, MOORHEAD & BROWN, P.A.  
% MICHAEL E. MILNE  
145 NORTH MAGNOLIA AVENUE  
ORLANDO, FL 32802-2828

SUBJECT: FWCCA BILL WILLIAMS SCHOLARSHIP FOUNDATION, INC.  
Ref. Number: N04000004836

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TALLAHASSEE, FLORIDA

We have received your document for FWCCA BILL WILLIAMS SCHOLARSHIP FOUNDATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Amended and Restated Articles of Incorporation.

The date of adoption of each amendment must be included in the document.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton  
Document Specialist

Letter Number: 104A00054237

*non profit  
amendment.*

**WRIGHT, FULFORD, MOORHEAD & BROWN, P.A.**  
**ATTORNEYS**

145 NORTH MAGNOLIA AVENUE  
POST OFFICE BOX 2828  
ORLANDO, FLORIDA 32802-2828  
(407) 425-0234  
(407) 425-0260 (FACSIMILE)  
WWW.WFMBLAW.COM

Michael E. Milne, Esquire

mmilne@wfmblaw.com  
(Reply to Orlando)

December 20, 2004

Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Attention: Irene Albritton  
Document Specialist

**Re: Amended and Restated Articles of Incorporation of FWCCA Bill Williams  
Scholarship Foundation, Inc.  
Our File No. 1479-1**

Dear Sir/Madam:

In accordance with your letter of September 10, 2004 (copy enclosed), please find the original and one copy of the Amended and Restated Articles of Incorporation of FWCCA Bill Williams Scholarship Foundation, Inc.

It is my understanding that your office informed my assistant that our check for \$43.75 has been retained by your office to cover the filing fee and certified copy fee. Please forward the certified copy of the Articles to me in the self-addressed postage paid envelope provided.

Thank you for your attention to this matter. Should you have any questions, please feel free to contact me.

Sincerely,



Michael E. Milne

MEM.mjb  
Enclosures  
1479-1

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
FWCCA BILL WILLIAMS SCHOLARSHIP FOUNDATION, INC.

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation adopt the following Articles of Incorporation for such corporation pursuant to the State of Florida Non-profit Corporation Act.

FIRST: The name of the corporation is "FWCCA Bill Williams Scholarship Foundation, Inc."

SECOND: The period of duration is perpetual.

THIRD: The purposes for which the corporation is organized are as follows:

- (1) To operate exclusively, for charitable, scientific, literary, or educational purposes.
- (2) To improve the wall and ceiling industry through education and research; to provide scholarship aid for students; to undertake educational studies and to publish the results thereof.
- (3) To engage in any and all lawful activities incidental to the foregoing purposes, except as restricted herein.

FOURTH: The corporation shall have members who may be of various classes. The designation of each class of members, and the qualifications and rights of the members of each class will be determined by the Board of Directors.

- (1) Active Members: Active Members shall be persons or companies who are members of the Florida Wall & Ceiling Contractors Association and who shall pay annual dues to the corporation in an amount to be established from time to time by the Board of Directors of the corporation provided. An active Member shall have one vote at all membership meetings.

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TALLAHASSEE, FLORIDA

- (2) Associate Members: Associate Members shall be persons or companies, other than contractors, who shall pay annual dues to the corporation in an amount to be established from time to time by the Board of Directors of the corporation. Associate Members shall have one vote at membership meetings, and shall be eligible to hold office in the corporation. Associate Members may serve on committees and vote therein.
- (3) Additional membership classes may be established with or without voting rights, at such time and upon such terms as the Board of Directors shall determine.

FIFTH: The manner of election or appointment of directors shall be provided in the bylaws.

SIXTH: The corporation shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity, that would (1) prevent it from obtaining exemption from Federal Income taxation as a corporation described in section 501(c)(3) of the Internal Revenue Code, (2) cause it to lose such exempt status.

SEVENTH: The corporation shall not be operated for the primary purpose of carrying on a trade or business for profit.

EIGHTH: No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office; nor shall the corporation engage in any activities that are unlawful under applicable federal, state or local laws.

NINTH: The corporation may conduct operations in the United States subject, however, to the laws of the State of Florida or any restrictions or limitations under Federal Law.

TENTH: 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, distribute all assets of the corporation exclusively to such organization or organizations organized and operated exclusively for charitable, educational, literary, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors may determine.

ELEVENTH: For purposes of the above, references to provisions of the Internal Revenue Code shall be deemed to include statutes which succeed such provisions.

TWELFTH: The address, including street and number, of the corporation's initial registered office is 315 Melody Lane, Casselberry, FL 32707, and the name of its initial registered agent at such address is Janice Ficarroto.

THIRTEENTH: There are no members entitled to vote on the amendments herein stated. The date of adoption of the amendments outlined herein by the Board of Directors is August 24, 2004.

FOURTEENTH: The number of Directors constituting the initial Board of Directors is three and the names and addresses of the persons who are to serve as the initial directors until the first annual meeting or until their successors be elected are:

<u>NAME</u>	<u>ADDRESS</u>
Mark Keenan, President	500 Pickford Point, Longwood, FL 32779
Ortelio Barroso, Vice President	223 S.W. 28 <sup>th</sup> St., Ft. Lauderdale, FL 33315
Larry Cotton, Secretary-Treasurer	9 Oak Drive, Ocala, FL 34472

FOURTEENTH: Con't

NAME:

ADDRESS:

INCORPORATORS:

Mark Keenan - President

P. O. Box 180458  
Casselberry, FL 32718

Larry Cotton - Secretary-Treasurer

P. O. Box 180458  
Casselberry, FL 32718

Chris Murphy - Director

P. O. Box 180458  
Casselberry, FL 32718

Ortelio Barroso - Vice President

P. O. Box 180458  
Casselberry, FL 32718

Harvey Kobrin - Director

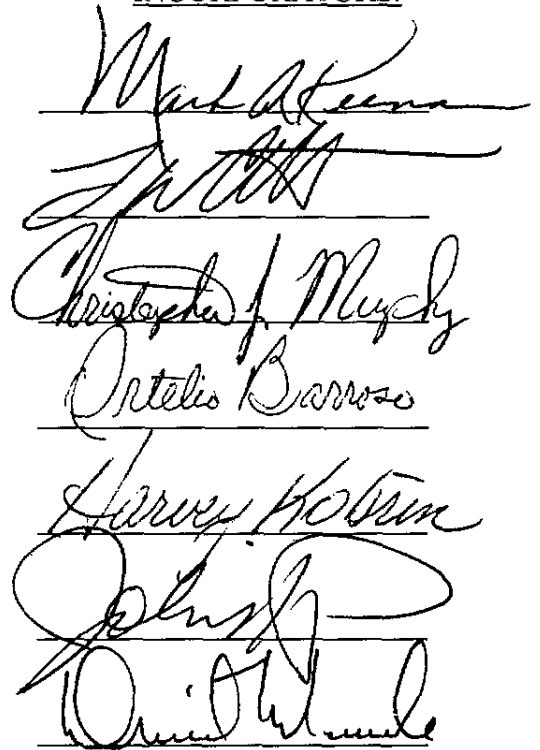
P. O. Box 180458  
Casselberry, FL 32718

John Hislop - Director

P. O. Box 180458  
Casselberry, FL 32718

Dan Parmele - Director

P. O. Box 180458  
Casselberry, FL 32718



Date: 8/24/04

**ARTICLES OF RESTATEMENT AND INCORPORATION OF  
FWCCA BILL WILLIAMS SCHOLARSHIP FOUNDATION, INC.**

**CERTIFICATE Under Section 617.007, Fla. Stat.:**

In accordance with Florida Statute Section 617.1007 the Board of Directors has adopted these Articles of Restatement and Incorporation of FWCAA Bill Williams Scholarship Foundation, Inc. Pursuant to the Board of Directors adoption, the attached Articles shall amend and supercede the initial Articles of Incorporation.

FWCCA BILL WILLIAMS  
SCHOLARSHIP FOUNDATION,  
INC.

By: JANICE FICAROTTO  
Title: Executive Vice President

STATE OF FLORIDA  
COUNTY OF Summit

The foregoing instrument was acknowledged before me on this \_\_\_\_\_ day of 8/24, 2004, by Janice Ficarotto, who is personally known to me or has produced Dustin Rouse for identification.



C DeFilippo  
My Commission DD222484  
Expires June 12, 2007

C. DeFilippo  
Notary Public, State of Florida