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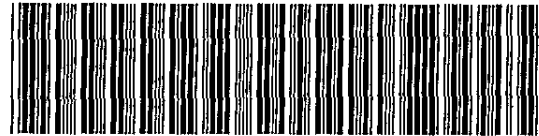
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TALLAHASSEE, FLORIDA

TH 9/24/04

**WILLIAMS FOUNDATION  
P.O. BOX 121585  
FT. LAUDERDALE, FL. 33312**

Friday, September 17, 2004

Florida Department of State  
Division of Corporations  
Corporate Records  
P.O. Box 6327  
Tallahassee, FL. 32314

**Division for filing a new Corporation**

Brenda Gail Williams, Registered Agent for Williams Foundation, Inc. have enclosed the Articles of Incorporation, and a money order in the amount of Seventy-eight dollars, and seventy-five cents (\$78.75) which is seventy (\$70.00) dollars for filing a new Corporation, and an additional eight dollars, and seventy-five cents (\$8.75) for a certified copy.

Sincerely,

A handwritten signature in black ink that reads "Brenda Gail Williams". The signature is fluid and cursive, with a long, sweeping underline that extends to the right.

Brenda Gail Williams

Registered Agent

P.S. If you have any questions, you can contact me at (954) 583-4439.

**ARTICLES OF INCORPORATION  
OF  
WILLIAMS FOUNDATION, INC.  
A FLORIDA NONPROFIT CORPORATION**

The undersigned incorporator, for the purposes of forming a corporation under the Florida Non for Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I – NAME**

The name of this corporation is Williams Foundation, Inc.

**ARTICLE II – PRINCIPAL OFFICE**

The mailing address of this corporation is  
P.O. Box 121585  
Ft. Lauderdale, FL. 33312

**ARTICLE III- PURPOSE OF CORPORATION**

The corporation is organized exclusively for one or more of the purposes as specified in Section 501 © (3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 © (3) of the Internal Revenue Code, or corresponding section of any future United States Internal Revenue Law.

The specific and primary purpose for which this corporation is formed, is for literary enhancement of early childhood development, poetry, drama, and cultural arts.

**ARTICLE IV- MANNER OF ELECTIONS OF BOARD OF DIRECTORS**

The manner in which the directors are elected or appointed is stated in the by-laws.

**ARTICLE V- DIRECTORS**

The number of initial directors of this corporation is 3. Their names and addresses are:

Brenda Gail Williams                      President  
1001 Carolina Ave.  
Ft. Lauderdale, Fl. 33312

Theron Williams                      Vice President  
1001 Carolina Ave.  
Ft. Lauderdale, Fl. 33312

TALLAHASSEE, FLORIDA

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Elizabeth Hall  
1748 NW 55<sup>th</sup> Ave. #101  
Lauderhill, FL. 33313

Secretary & Treasurer

#### **ARTICLE VI- INITIAL REGISTERED AGENT**

The name and Florida street address of the initial registered agent of this corporation are:

Brenda Gail Williams  
1001 Carolina Ave.  
Ft. Lauderdale, FL. 33312

#### **ARTICLE VII- INCORPORATOR**

The name and address of the incorporator is:

Brenda Gail Williams  
1001 Carolina Ave.  
Ft. Lauderdale, FL. 33312

#### **ARTICLE VIII- TERMS OF EXISTENCE**

The duration of this corporation shall be perpetual.

#### **ARTICLE IX QUALIFICATIONS OF MEMBERSHIP**

The categories of membership, qualifications for membership and the manner of admission shall be set forth in and regulated by the By Laws of the corporation.

#### **ARTICLE X- VOTING RIGHTS**

Members of the corporation will have such voting rights as are provided in the By Laws of the corporation.

#### **ARTICLE XI- LIABILITIES FOR DEBTS**

Neither the members nor the members of the Board of Directors or officers of the corporation shall be liable for the debts of the corporation under section 501 © 3 and 170© (2) of the Internal Revenue Code of 1986 or the corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public uses.

#### **ARTICLE XV- LIMITATIONS ON ACTIVITIES**

No substantial part of the activities of the corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise

provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501© 3 of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170© (2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

#### **ARTICLE XVI- PROHIBITION AGAINST PRIVATE INUREMENT**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.

#### **ARTICLE XVII- COMPENSATION RESTRICTION**

Resolved that any salaries, wages, together with fringe benefits or other forms of compensation (housing, transportation and other allowances) paid to or provided our employees, directors, or officers will not exceed a value which is reasonable and commensurate with the duties and working hours associated with such employment and with the compensation ordinarily paid persons with similar positions or duties.

#### **ARTICLE XVIII- PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS**

In any taxable year in which this corporation is considered to be a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code;

#### **ARTICLE XII- AMENDMENT**

These articles of Incorporation may be amended in the manner provided by law.

### **ARTICLE XIII-INDEMNIFICATION**

The corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer of the corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, employee, or agent has met the permissible in the circumstances because the director, officer, employee, or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance or attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee", and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

### **ARTICLE XIV- DISSOLUTION**

Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment, or provision for payment, of all debts and liabilities shall be distributed and turned over to one or more organizations which themselves are recognized as exempt under 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law.

#### ARTICLE XIV- DISSOLUTION

Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment, or provision for payment, of all debts and liabilities shall be distributed and turned over to one or more organizations which themselves are recognized as exempt under 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law.

The undersigned incorporator(s) hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true:

Dated: 9/17/04

Brenda Gail Williams

Brenda Gail Williams, Incorporator

**CERTIFICATE OF DESIGNATION AND  
ACCEPTANCE OF APPOINTMENT REGISTERED AGENT/OFFICE**

**CORPORATION:**

Williams Foundation, Inc.  
P.O. Box 121585  
Ft. Lauderdale, FL. 33312

**REGISTERED AGENT/OFFICE**

Brenda Gail Williams  
1001 Carolina Ave.  
Ft. Lauderdale, FL. 33312

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my positions as registered agent.

Dated: 9/17/04



Brenda Gail Williams, Registered Agent