

ALSO ADMITTED
ALABAMA, GEORGIA
& TEXAS



PHONE: 850-784-2992
FAX: 850-784-4773

Monica L. Cothran, P.A.

ATTORNEY AT LAW

1004 JENKS AVENUE
PANAMA CITY, FL 32401

March 11, 2005

SECRETARY OF STATE,
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
(850) 488-9000

RE: WILLIAM E. SHAW, JR. FAMILY FOUNDATION, INC.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-named corporation along with a check for **\$87.50**, which includes the \$70.00 filing fee, \$8.75 certification fee, and the \$8.75 fee for the certificate of status. Please file the original Articles, certify the copy, and return the certified copy to our office in the enclosed self-addressed stamped envelope.

Thank you very much for your time and attention to this matter. Please do not hesitate to contact this office at once if you have any questions, or if I may be of assistance to you.

Sincerely,

A handwritten signature in cursive script that reads "Marjorie K. Neal".

Marjorie K. Neal, Legal Assistant to:
Monica L. Cothran, Esq.

/mkn

Enclosures: As stated

ARTICLES of INCORPORATION for

05 MAR 14 PM 2:07

WILLIAM E. SHAW, JR. FAMILY FOUNDATION, INC.
(a Not For Profit Corporation)

The undersigned person, hereby executes the following articles of incorporation and sets forth:

1. The name of the corporation is the **WILLIAM E. SHAW, JR. FAMILY FOUNDATION, INC.**

2. The corporation is organized exclusively for charitable, religious, educational, scientific research, literary purposes and for the support of amateur athletics and for the prevention of cruelty to children and animals. These articles do not expressly empower the organization to engage, otherwise than as an insubstantial part of its activities, in activities which in themselves are not in furtherance of these exempt purposes.

This foundation is a grant making exempt organization that will in the fulfillment of its exempt purposes of charitable, religious, educational, scientific research, literary, the support of amateur athletics and the prevention of cruelty to children and animals make grants on at least an annual basis for the support of other exempt organizations that further the exempt purposes of this foundation.

This organization will fulfill its religious exempt purposes by the support of the spread of the Gospel of Jesus Christ first to the United States and also throughout the World with grants to domestic tax-exempt organization including churches, which are involved in proclaiming the Christian message of salvation through faith in Jesus Christ by ministers, lay people, missionaries and youth; by grants for the publishing and distribution of Christian literature and Christian film projects as well as Christian radio and television; by grants to building funds; by grants for evangelical campaigns; by grants to tax-exempt organizations for the training of ministers, lay people, and youth by churches, seminaries, Christian schools and through ministry conferences.

This organization will fulfill its charitable and prevention of cruelty to children exempt purposes by grants to tax exempt organizations who provide relief from the effects of poverty; by providing food, shelter, clothing, as well as fuel and appliances for home heating or cooling, and by providing healthcare for any individual, but especially for the needs of children. This activity is an attempt to raise the self-esteem of these individuals living in the effects of poverty, by displaying the care and concern that others have for their personal welfare.

This organization will fulfill its charitable and scientific research exempt purposes through grants to tax exempt organizations that provide for the healthcare

necessities of needy individuals. These grants shall include but not be limited to surgical and medical care, research, assisted living, hospice care, mental healthcare, drug and disability rehabilitation, occupational training and the transportation of the elderly, disabled and shut-ins for any of the above needs.

This organization will fulfill its charitable, education, literary and prevention of cruelty to animals exempt purposes through grants to tax exempt organizations to help support educational programs for both needy and promising high school and college students by the purchase of supplies, books and materials; by providing grants for scholarships and housing allowances for individuals to educational institutions. This foundation will sponsor grants to tax exempt organizations in support programs as well as sponsor its own programs to educate the general public, especially the youth of our nation in the history of the vision of our Founding Fathers as reflected in the founding documents of our Nation: The Declaration of Independence, the Constitution of the United States and the Bill of Rights. This organization envisions producing educational materials and conferences to elaborate on these national values and freedoms. This foundation will sponsor grants to tax exempt organizations in support of various artistic, musical, literary and cultural events by sponsoring events or through the purchase of tickets and the providing of transportation for individuals and groups to various artistic, musical, literary and cultural events. This foundation will sponsor grants to tax exempt organizations for the support and protection of wildlife and fisheries and their natural habitats and for the prevention of cruelty of animals, to include but not be limited to the sponsoring of conservation and education programs for the preservation of existing wildlife and fisheries habitats and the establishment of new wildlife and fisheries habitats on both private and public lands and waterways.

This organization will fulfill its charitable and support of amateur sports exempt purposes through grants to tax exempt organization who support amateur sports competition through the sponsorship of individuals and teams by providing avenues for training and competition. However, no part of this organization's activities may be involved in the providing of athletic facilities and equipment.

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 § 501(c)(3) of the Internal Revenue Code of 1986, or (2) cause it to lose such exempt status.

3. The corporation shall not be operated for the primary purpose of carrying on a trade or business for profit. It shall not have the power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any member, director or individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the corporation in carrying out its exempt purposes. The balance, if any, of all money received by the corporation from its operations, after the payment in full of all debts and obligations of the corporation of whatever kind or nature, shall be used and distributed

exclusively for the corporation exempt purposes.

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 the applicable federal, state or local laws.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any private person except the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth this Article.

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of § 501 (c)(3) of the Internal Revenue Code of 1986, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county or city in which the principal office of the Corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The Corporation is organized and operated as a corporation exempt from private foundation status under § 509(a) of the Internal Revenue Code of 1986. However, for any period during which the Corporation is a "private foundation" as defined by Section 509 of the Internal Revenue Code of 1986 the Corporation shall be subject to the following restrictions and prohibitions:

- (a) The Corporation shall make distributions for each taxable year at such time and in such manner as not to become subject to the tax imposed on undistributed income by Section 4942 of the Internal Revenue Code of 1986.
- (b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1986.
- (c) The Corporation shall not retain any excess business holdings, which will subject it to tax under Section 4943 of the Internal Revenue Code of 1986.
- (d) The Corporation shall not make any investments in a manner such as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986.

(e) The Corporation shall not make any taxable expenditure as defined in Section 4954 (d) of the Internal Revenue Code of 1986.

4. The corporation is to have a maximum of five members.

5. The directors of the a Not For Profit Corporation shall be appointed to serve three-year terms by the initial director, who is also the Chairman of the Board of Directors. The number of directors to constitute the initial Board of Directors of the a Not For Profit Corporation shall be THREE (3). The directors shall each have voting rights. Each director shall have a single vote per individual issue brought before the Board.

6. The post office address, including street and number, of the initial registered office is: 2583 Hunt Cliff Lane, Panama City, Florida 32405, which is located in the County of Bay, Florida.

7. The name of the registered agent is Michael Scott is resident of Florida.

8. The names and addresses of the initial directors are:

William E. Shaw, Jr.
P.O. Box 729
Lynn Haven, FL 32444

Lisa Shaw Atkinson
P.O. Box 729
Lynn Haven, FL 32444

William Edward Shaw
P.O. Box 729
Lynn Haven, FL 32444


Peggy K. Shaw
P.O. Box 729
Lynn Haven, FL 32444

Michael Scott
2583 Hunt Cliff Lane
Panama City, Florida 32405

9. The Corporation shall indemnify, to the fullest extent permitted and required by Florida Statutes, as such statutes exists now or may hereafter be amended, its Directors and Officers who are made a party to any proceeding by reasons of their office for acts or omissions performed in their official capacity.

There shall be no liability for the acts or omissions of any Officer or Director of the Corporation in any proceeding brought by or in the right of the Corporation or brought by or on behalf of the members (or member) of the Corporation, if any, unless otherwise provided by the laws of the State of Florida, arising out of any single transaction, occurrence, or course of conduct.

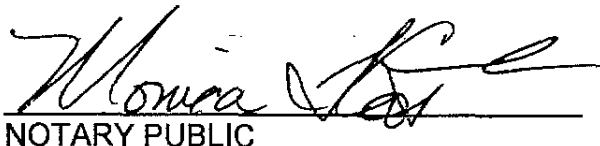
Witness the following signature and seal this the 31st day of March, 2005.


Incorporator

STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME, the undersigned authority, on this day of March, 2005, personally appeared William E. Shaw, Jr. to me well known to be the person described in and who signed the foregoing, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed, and who is personally known to me or who has produced _____ as identification.

WITNESS my hand and official seal the date aforesaid.


NOTARY PUBLIC



Monica L. Cothran
My Commission DD168803
Expires December 06, 2006

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is

WILLIAM E. SHAW, JR. FAMILY FOUNDATION, INC.

2. The name and address of the registered agent and office is:

Michael Scott
2583 Hunt Cliff Lane
Panama City, Florida 32405

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 position as registered agent.

3.3.2005

Date



Michael Scott, Registered Agent

**AFFIDAVIT IN SUPPORT OF CHARITABLE
ORGANIZATION REGISTRATION STATEMENT**

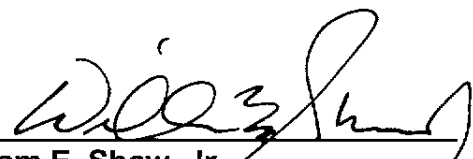
Affidavit

STATE OF FLORIDA
COUNTY OF BAY

I, **William E. Shaw, Jr.**, being first duly sworn say that I am the treasurer of the **WILLIAM E. SHAW, JR. FAMILY FOUNDATION, INC.**, and further state as follows:

1. I am the individual who has completed the above charitable organization registration statement;
2. I have read the above registration statement and know the contents of it;
3. The same is true to the best of my knowledge and belief; and
4. This registration statement is made for the purpose of complying with the provisions of Chapter 496, Florida Statutes, the Solicitation of Contributions Act.

DATED this 3rd day of March, 2005.



William E. Shaw, Jr.

The above instrument was acknowledged before me on this 3rd day of March, 2005, by **William E. Shaw, Jr.**, who is personally known to me or who has produced _____ as identification.



Notary Public



Monica L. Cothran
My Commission DD169803
Expires December 06, 2006

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
05 MAR 14 PM 2:07