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TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

THE FRIENDS OF THE UWI DEVELOPMENT & ENDOWMENT FUND,

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EFFECTIVE DATE
12/17/2005

**ARTICLES OF INCORPORATION
OF
THE FRIENDS OF THE UWI DEVELOPMENT & ENDOWMENT FUND, INC.**

The undersigned, being of legal age and competent to contract, for the purpose of organizing a not for profit corporation pursuant to the laws of the State of Florida, hereby adopts the following Articles of Incorporation, and hereby agrees and certifies as follows:

**ARTICLE I
NAME**

The name of the Corporation shall be "The Friends of the UWI Development & Endowment Fund, Inc.", whose principal office and mailing address shall be located at: 405 Tarrytown Road, #1213, White Plains, New York 10607.

**ARTICLE II
COMMENCEMENT OF CORPORATE EXISTENCE**

In accordance with Section 607.0203(1), Fla. Stat., the corporation's corporate existence shall be deemed to have commenced at 12:01 a.m. on December 17, 2005, or, if later, such time and date as is five business days prior to the date on which these Articles of Incorporation are filed by the Department of State

**ARTICLE III
PURPOSES**

(a) This Corporation is created to devote and apply its funds for charitable, religious, educational and scientific purposes, purposes either directly or indirectly by contributions to organizations duly authorized to carry on such activities and which have established their tax exempt status under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or replaced from time to time (the "Code") and its regulations as they now exist or may hereafter be amended, and the property, assets, profits and net income of this Corporation are irrevocably dedicated to such purpose.

(b) The Corporation's specific purposes are:

- (i) To assist the Jamaica - UWI Development and Endowment Fund and others in raising funds for the development of the University of the West Indies;
- (ii) To receive donations and grants for the development of the University of the West Indies;
- (iii) To make donations, loans and grants to the University of the West Indies for its development - including faculty development and the strengthening of research capability - and for specific projects agreed

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by the Jamaica - UWI Development and Endowment Fund;

- (iv) To award scholarships, exhibitions, bursaries, or maintenance allowances tenable at the University of the West Indies;
- (v) To promote or develop for the benefit of the public greater social cohesion through increased access to higher education and increased motivation for national service, nationally and regionally; and
- (vi) To assist in advancing the economic and social development of Jamaica and the Caricom region.

ARTICLE IV GENERAL POWERS

This Corporation shall have all of the powers enumerated for corporations in the Florida Not For Profit Corporation Act, as it now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following powers unless later restricted by applicable law:

- (a) To have succession by its corporate name for the duration of its existence.
- (b) To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced provided; however, such seal shall always contain the words "corporation not for profit."
- (d) To purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (f) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (g) To make donations for the public welfare or for religious, charitable, scientific, educational, or other similar purposes.
- (h) To increase, by a vote of its members cast as the bylaws may direct, the number of its directors, so that the number shall not be less than three but may be any number in excess thereof.

(i) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(j) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as it may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(k) To conduct its affairs, carry on its operations, and have offices and exercise the powers granted by the Florida Not For Profit Corporation Act in any state, territory, district, or possession of the United States or any foreign country.

(l) To elect or appoint officers and agents and define their duties and allow them reasonable compensation.

(m) To adopt, change, amend and repeal bylaws, not inconsistent with these Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs and the exercise of its powers.

(n) To have and exercise all powers necessary or convenient to effect its purpose.

(o) To merge and consolidate with other corporations both for profit and not for profit, domestic and foreign, provided that the surviving corporation is a corporation not for profit.

ARTICLE V PROHIBITED ACTIVITIES

The Corporation shall not allow any expenditure of any part of the net earnings of the Corporation to inure to the benefit of any member, director or officer of the Corporation, (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), nor shall any member, director or officer of the Corporation, or any private individual, be entitled to share in the distribution of any of the Corporation's assets on dissolution of the Corporation, or shall a substantial part of the activities of the Corporation be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene (including the publication and distribution of statements) in the political campaign on behalf of any candidate for public office. Provided, further, that if at any time the Corporation is deemed to be a Private Foundation as defined by Section 509 of the Code, then for so long as the Corporation is deemed a Private Foundation, the following provisions shall also be applicable:

1. The Corporation shall not engage in any act of "self-dealing" as defined in Section 4941(d) of the Code.
2. The Corporation shall not retain any "excess business holdings" as defined in Section 4943(c) of the Code, which would give rise to any liability for the tax imposed by Section 4943(a) of the Code.
3. The Corporation shall not make any investments which would jeopardize the carrying out of any of its exempt purposes or in such manner as to subject it to tax under Section 4944 of the Code.
4. The Corporation shall not make any "taxable expenditures" as defined in Section 4945(d) of the Code, which would give rise to any liability for the tax imposed by Section 4945(a) of the Code.
5. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942(a) of the Code.

ARTICLE VI DISSOLUTION

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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any 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 said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII MEMBERSHIP

The Corporation shall not have members and shall not issue membership certificates.

ARTICLE VIII
REGISTERED OFFICE AND AGENT

The registered office of this Corporation shall be located at 1000 Legion Place, Suite 1700, Orlando, Florida 32801, and the registered agent of the Corporation at that address shall be Alex H. Hamrick. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE IX
INITIAL BOARD OF DIRECTORS

This Corporation shall initially have three (3) directors. The directors shall be elected and their number either increased or diminished from time to time as provided in the Bylaws. The names and mailing addresses of the current directors of this Corporation are:

The names and street addresses of the initial directors of this Corporation are:

Dennis H. Lalor
16 Gibraltar Camp Way
Mona Kingston 7

Nicole W. Sharpe
16 Gibraltar Camp Way
Mona Kingston 7

Betty King
870 49th Street, Apt. 12B
New York, NY 10017

ARTICLE X
OFFICERS

The officers of this Corporation shall be elected by the Board of Directors as set forth in the Bylaws.

ARTICLE XI
INCORPORATOR

The name and street address of the person signing these Articles as incorporator is:

Nicole W. Sharpe
16 Gibraltar Camp Way
Mona Kingston 7

ARTICLE XII
BYLAWS

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

ARTICLE XIII
INDEMNIFICATION

The Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such to the fullest extent permitted under applicable law.

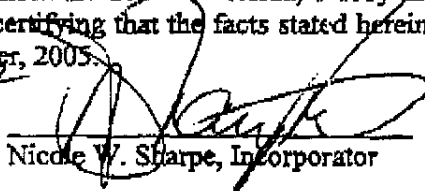
ARTICLE XIV
AMENDMENT

The Articles of Incorporation may be amended at any time by a resolution adopted by a vote of two-thirds (2/3) of the Board of Directors present at any annual or special meeting provided a quorum is present, provided that due notice of the proposed amendment has been given to the members of the Board of Directors in accordance with the Bylaws.

ARTICLE XV
HEADINGS AND CAPTIONS

The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a not-for-profit corporation pursuant to the laws of the State of Florida, to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation, declaring and certifying that the facts stated herein are true, and hereunto sets his hand this 22nd day of November, 2005.


Nicole W. Sharpe, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 617.0501, Florida Statutes, the following is submitted:

THE FRIENDS OF THE UWI DEVELOPMENT & ENDOWMENT FUND, INC.,
desiring to organize as a not for profit corporation pursuant to the laws of the State of Florida
with its registered office and principal place of business at 1000 Legion Place, Suite 1700,
Orlando, Florida 32801, has named and designated Alex H. Hamrick, as its Registered Agent to
accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above named not for profit
corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I
further agree to comply with the provisions of all statutes relating to the proper and complete
performance of my duties as Registered Agent.

Dated this 22nd day of December, 2005.



Alex H. Hamrick, Registered Agent

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