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THE ETHAN H. FREED WINADU SCHOLARSHIP FUND, INC.

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ARTICLES OF INCORPORATION

OF

THE ETHAN H. FREED WINADU SCHOLARSHIP FUND, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned person competent to contract, acting as incorporator of a corporation not for profit under Chapter 617 of the Florida Statutes, do adopt the following articles of incorporation for such corporation:

1. The name of the corporation is The Ethan H. Freed Winadu Scholarship Fund, Inc. (the "Corporation"). The name of the Corporation shall not be amended without the prior written consent of Susan B. Freed or Jeffrey H. Freed or, upon the death of both of them, the approval of a majority of their direct descendants.

2. The duration of the Corporation will be perpetual.

3. The street address of the initial registered office of the Corporation is 21495 Burnside Ct., in the City of Boca Raton, in the County of Palm Beach, in the State of Florida. The name of the initial registered agent of the Corporation at such address is Shelley Weiner. Said registered agent is a resident of the State of Florida.

4. The purposes of the Corporation are such as are authorized under Chapter 617 of the Florida Statutes, and include the following:

(a) The Corporation is organized exclusively for education and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code of 1986, as now in force or afterward amended (the "Code") (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically,

(i) to receive and administer funds for such charitable and educational purposes, all for the public by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law;

(ii) to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the afore-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received;

(iii) to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall

require the disposition of the income or its principal to any person or organization other than an "exempt organization" or for other than "exempt purposes" within the meaning of §501(c)(3) of the Code, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to §501(c)(3) of the Code;

(iv) to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and

(v) in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of Chapter 617 of the Florida Statutes for educational and charitable purposes all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) No part of the net income of the Corporation shall inure to the benefit of, or be distributed to, its directors, officers, or other private persons, except that the 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. 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 in or intervene in (including 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, the Corporation shall not carry on any other activities not permitted to be carried on: (i) by a corporation exempt from Federal Income Tax under §501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under §170(c)(2) of the Code. Any reference in these Articles to any section of the Code shall be deemed to incorporate by reference the corresponding provisions of any subsequent federal tax laws.

(c) Included among the educational and charitable purposes for which the Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article 4 include, but are not be limited to, the following:

(i) endow and award college and university scholarships to qualified individuals affiliated with Camp Winadu;

(ii) endow and award secondary school scholarships to qualified individuals affiliated with Camp Winadu;

(iii) endow and award other scholarships or financial support consistent with the educational and charitable purposes of the Corporation to qualified individuals affiliated with Camp Winadu.

(d) To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers earlier set forth, either alone or in association with other corporations, firms, organizations, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes of any part

or parts thereof, provided the same are not inconsistent with the laws under which this Corporation is organized.

4. The affairs of the Corporation shall be managed by a Board of Directors, the number of members of which shall not be less than three; and the exact number shall be fixed by the Bylaws of the Corporation. At or before each annual meeting of the Board of Directors, they shall appoint such directors to manage the affairs of the Corporation for the ensuing year or until their successors are duly appointed as provided for in the Bylaws, and those directors shall be appointed from nominations submitted pursuant to the provisions of the Bylaws.

5. The following shall constitute the initial Board of Directors that shall act until the first meeting of the Board of Directors or until their successors are duly chosen and qualified, and the names of the persons who are to serve as members of the initial Board of Directors are as follows:

Shelley Weiner
21495 Burnside Ct.
Boca Raton, FL 33433

Arleen Weiner
21495 Burnside Ct.
Boca Raton, FL 33433

Susan B. Freed
7025 Mountain Gate Drive
Bethesda, MD 20817

6. The Corporation shall have no members.

7. The Corporation may amend these Articles of Incorporation by a majority vote of the Board of Directors, including a majority of the Founding Directors. For the purposes of these Articles of Incorporation, the "Founding Directors" are Shelley Weiner, Arleen Weiner, and Susan B. Freed, and, if he is elected to replace one of the these Founding Directors pursuant to the Bylaws of the Corporation, Jeffrey H. Freed.

8. The incorporator is Donna M. McClurkin-Fletcher, whose address is Kirkland & Ellis LLP, 655 Fifteenth Street, N.W., Washington, DC 20005.

9. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, religious, scientific, educational, or such other exempt purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Code and to which contributions are then deductible under Section 170(c)(2) of the Code, or to a federal, state, or local government body to be exclusively used for public purposes as the Board of Directors shall determine.

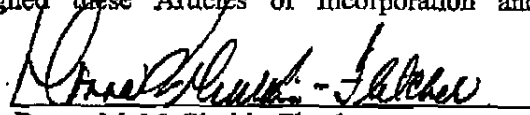
10. The Corporation may by its Bylaws make any other provisions or requirements for the arrangement or conduct of business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Florida or of the United States.

11. The principal office and mailing address of the corporation shall be 21495 Burnside Ct., Boca Raton, FL 33433.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and
acknowledge the same to be my act.

March 12, 2007

Date


Donna M. McClurkin-Fletcher

I hereby consent to my designation in this
document as the initial registered agent for
this Corporation.

March 12, 2007

Date


Shelley Weiner

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