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## FLORIDA PROFIT/NON PROFIT CORPORATION

E. Wil Foundation, Inc.

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**ARTICLES OF INCORPORATION  
OF  
E. WIL FOUNDATION, INC.**

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Pursuant to Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, the following is submitted:

**ARTICLE I  
NAME, DURATION, PRINCIPAL OFFICE & REGISTERED AGENT**

(a) The name of this corporation (the "Corporation") shall be E. WIL FOUNDATION, INC.

(b) The Corporation shall have perpetual existence unless dissolved sooner according to law.

(c) The principal office and mailing address of the Corporation will be located at 6320 St. Augustine Road, Suite 10, Jacksonville, Florida 32217 or at such other address as may be determined by the Board of Directors.

(d) The resident agent of the Corporation is Charles R. Curley, Jr., Esq. whose address is Rogers Towers, P.A., 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207.

**ARTICLE II  
PURPOSES**

(a) This Corporation is organized and shall be operated exclusively for charitable and educational purposes. The primary charitable and educational purpose of the Corporation is to assist financially underprivileged children to reach their full potential at home, at school, and on the playing field. The activities performed by the Corporation to accomplish its purposes shall include, but not be limited to, the following:

(i) To engage in a charitable purpose of collecting and donating clothes, food, personal necessities, toys, games, and sporting equipment to underprivileged children;

(ii) To organize, operate, and maintain without profit to the Corporation activities for boys and girls, who, for various reasons, would not be privileged to have the use of facilities intended to be provided for entertainment, instruction, recreational athletics, sport or other wholesome activities in their free hours from school;

(iii) To provide adequate supervision and guidance in order to aid and maintain the basics and provide a means of combating possible delinquency;

(iv) To open, operate, and maintain athletic camps and recreation for underprivileged children;

(v) To open, operate, and maintain learning centers for underprivileged children and their parents and guardians;

H07000096044

(vi) To contribute to and sponsor various recognized charitable organizations in fighting juvenile delinquency;

(vii) To work in cooperation with private and governmental agencies concerned with juvenile delinquency problems;

(viii) To make distributions to organizations that qualify as exempt organizations as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or as time to time may be replaced (the "Code"); and

(ix) To solicit, collect and otherwise raise money and to expend, disburse, and dispose of the same all for the purpose of accomplishing the aforementioned purposes.

(b) Notwithstanding any other provision of these Articles of Incorporation:

(i) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any director, trustee or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation and payments and distributions may be made in furtherance of one or more of its purposes); and no director, trustee, officer, or any private individual shall be entitled to share in the distributions of any of the corporate assets on dissolution of the Corporation.

(ii) 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 the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(iii) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code and its Regulations as they now exist or as they may hereafter be amended or replaced, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and Regulations as they now exist or they may hereafter be amended or replaced.

(iv) Upon the dissolution of the Corporation, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, 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 a court of competent jurisdiction 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.

(v) The Corporation is organized pursuant to the Florida Not For Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes.

**ARTICLE III**  
**MEMBERSHIP**

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The Corporation shall have no members.

**ARTICLE IV**  
**DIRECTORS**

The Corporation shall at all times have at least three (3) members of the Board of Directors. The members of the Board of Directors shall be elected as provided in the Bylaws of the Corporation. Initially, the Board of Directors shall have three (3) members.

**ARTICLE V**  
**PRIVATE FOUNDATION STATUS**

If at any time the Corporation is considered a "private foundation" under Section 509(a) of the Code, the following limitations will apply:

(a) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding section of any future federal tax code.

(b) The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding section of any future federal tax code.

(c) The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding section of any future federal tax code.

(d) The Corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Code, or the corresponding section of any future federal tax code.

(e) The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding section of any future federal tax code.

**ARTICLE VI**  
**AMENDMENTS TO ARTICLES**

These Articles of Incorporation may be amended by the Board of Directors from time to time; and the Articles of Amendment may be signed by an officer of the Corporation.

**ARTICLE VII**  
**BYLAWS**

The Board of Directors of the Corporation shall adopt such Bylaws for the conduct of the business of the Corporation in carrying out its purpose as the Board of Directors may deem necessary from time to time; provided, however, such Bylaws shall not be inconsistent with the provisions of these Articles of Incorporation. The Board of Directors shall have the power to amend, alter, or rescind the Bylaws or adopt new Bylaws.

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**ARTICLE VIII**  
**INDEMNIFICATION**

The Corporation shall indemnify the officers, directors, employees and agents of the Corporation to the full extent permitted by the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes. This indemnification provision shall not be deemed to be exclusive of any other rights to which such officers, directors, employees, and agents may be entitled under the Bylaws, any agreement with the Corporation, any insurance maintained by the Corporation, or otherwise.

**ARTICLE IX**  
**INCORPORATION**

The name and address of the sole incorporator of the Corporation are Charles R. Curley, Jr., Esq., 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207.

Signed by the sole incorporator of the Corporation on April 11, 2007.



\_\_\_\_\_  
Charles R. Curley, Jr.  
1301 Riverplace Boulevard, Suite 1500  
Jacksonville, Florida 32207

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/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:

**E. WIL FOUNDATION, INC.**

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

**CHARLES R. CURLEY, JR., ESQ.  
ROGERS TOWERS, P.A.  
1301 RIVERPLACE BOULEVARD, SUITE 1500  
JACKSONVILLE, FLORIDA 32207**

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.

Date: April 11, 2007

  
\_\_\_\_\_  
Charles R. Curley, Jr.

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