

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

The Roy F. Williams Family Foundation, Inc.

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ARTICLES OF INCORPORATION
OF
THE ROY F. WILLIAMS FAMILY FOUNDATION, INC.
A FLORIDA NOT FOR PROFIT CORPORATION

The undersigned hereby organizes a not for profit corporation under the provisions of the Florida Not For Profit Corporation Act, and pursuant to the following Articles of Incorporation:

ARTICLE 1

Name

The name of the corporation is THE ROY F. WILLIAMS FAMILY FOUNDATION, INC. (hereinafter the "Corporation").

ARTICLE 2

Principal Office and Mailing Address

The address of the principal office and the mailing address of the Corporation is 3820 Turkey Oak Drive, Valrico, Florida 33594.

ARTICLE 3

Purpose

The purpose of the Corporation is to promote the interests and welfare of public charities that have tax-exempt status under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

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ARTICLE 4

Board of Directors

This Corporation initially shall have three (3) directors. The number of directors may be either increased or decreased from time to time in the manner provided in the bylaws, but shall never be less than three (3). The method of appointment of directors shall be as stated in the bylaws of the Corporation, but such appointment power shall be vested in the board of directors and such appointment shall occur no less frequently than every two (2) years. The names and addresses of the initial directors of this Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
ROY F. WILLIAMS	3820 Turkey Oak Drive Valrico, Florida 33594
ROBERT D. GRIES, JR.	2620 Parkview Street Tampa, Florida 33629
WILLIAM BOST	2840 Plaza Place Suite 400 Raleigh, North Carolina 27612

ARTICLE 5

Members

This Corporation shall not have members.

ARTICLE 6

Powers

This Corporation shall have all the powers given to a not for profit corporation by the Florida Statutes, to the extent consistent with these Articles of Incorporation and the bylaws of the Corporation. Notwithstanding any other provision of these

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articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE 7

Incorporator

The name and address of the person signing these Articles of Incorporation is Roy F. Williams, 3820 Turkey Oak Drive Valrico, Florida 33594.

ARTICLE 8

Initial Registered Office and Agent

The initial registered office of the Corporation shall be 3820 Turkey Oak Drive, Valrico, Florida 33594. The initial registered agent at such address shall be ROY F. WILLIAMS.

ARTICLE 9

Duration

This Corporation shall have perpetual existence, commencing upon filing.

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ARTICLE 10Indemnification

This Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE 11Bylaws

The initial board of directors shall adopt initial bylaws of the Corporation. The power to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the board of directors of the Corporation.

ARTICLE 12Distribution of Assets

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, 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 its charitable purpose. 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. The Corporation shall not conduct any activities

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not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any federal income tax law enacted in substitution of that Code, or by a corporation, contributions to which are deductible under Sections 170(a) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any federal income tax law enacted in substitution of that Code.

ARTICLE 13

Distribution of Assets Upon Liquidation

Upon the dissolution of the Corporation, its assets shall be distributed to one or more exempt organizations described in sections 170(c)(2), 2055(a) and 2522(a) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any federal income tax law enacted in substitution of that Code, and selected by the board of directors in its sole discretion. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principle office of the Corporation is then located, exclusively for exempt purposes within the meaning of 501(c)(3) or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

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ARTICLE 14

Avoidance of Private Foundation Taxes

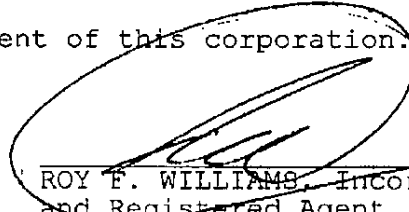
The Corporation is prohibited from engaging in any act of self-dealing, from retaining any excess business holdings, from making or retaining any investments, and from making any taxable expenditures, that would subject the Corporation or any person to tax under Sections 4941(d), 4943, 4944, or 4945(d) of the Internal Revenue Code of 1986, as amended, respectively, or corresponding provisions of any subsequent federal income tax law. The corporation shall make distributions at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal income tax law.

ARTICLE 15

Amendment to Articles

These Articles of Incorporation may be amended by the board of directors of the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10th day of May, 2007, and acknowledged that he is familiar with, and accepts, the obligations of registered agent of this corporation.



ROY F. WILLIAMS, Incorporator
and Registered Agent

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