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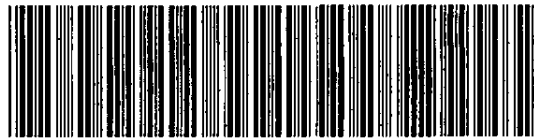
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FILED
2009 DEC 17 P 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DEC 18 2009
D. A. WHITE

BRASHEAR, MARSH, KURDZIEL & McCARTY PL

C o u n s e l o r s A t L a w

926 N.W. 13TH STREET
GAINESVILLE, FL 32601-4140
TELEPHONE: 352/336-0800
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LARRY D. MARSH, JD, LL.M.*
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**Florida Bar Board Certified Tax Lawyer*

December 16, 2009

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

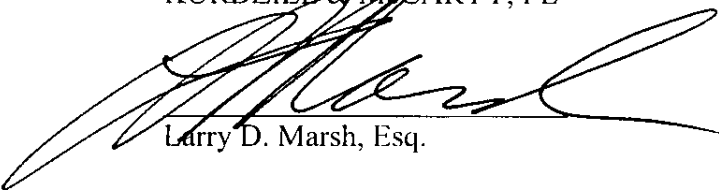
Re: Richard Willich Foundation, Inc.

Dear Sir or Madam:

Enclosed are the original Articles of Incorporation of Richard Willich Foundation, Inc. Please file the Articles and provide this office with a certified copy. Also enclosed is a check payable to Florida Department of State in the amount of \$78.75 for the filing fee.

If you have any questions concerning this letter or the enclosure, please contact this office.

Sincerely,
BRASHEAR, MARSH,
KURDZIEL & McCARTY, PL



Larry D. Marsh, Esq.

LDM/ag
Enclosure

**ARTICLES OF INCORPORATION
OF
RICHARD WILlich FOUNDATION, INC.
(A Corporation Not-For-Profit)**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of the corporation (the "Corporation") is **RICHARD WILlich FOUNDATION, INC.**

**ARTICLE II
PRINCIPAL OFFICE**

The principal office or mailing address of the Corporation is 90 Fort Wade Road, Ponte Vedra, Florida 32081.

**ARTICLE III
PURPOSES**

The Corporation is organized exclusively for charitable and educational purposes within the meaning of 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 (the "Code") and is not formed for pecuniary profit or financial gain. Specifically, the purpose of the Corporation is to receive and maintain real or personal property (including cash contributions), or both, and, subject to the restrictions and limitations hereinafter set forth in these Articles and in its Bylaws, to use and apply the whole or any part of the income therefrom and the principal thereof for charitable, religious, scientific, literary, or educational purposes within the meaning of these terms as used in Section 501(c)(3) of the Internal Revenue Code of 1986 ("the Code") and the Treasury Regulations promulgated thereunder, as they now exist or as they may hereafter be amended.

The Corporation is authorized to perform any lawful act or activity for which corporations not-for-profit may be formed under the Florida Not-For-Profit Corporation Act. Notwithstanding any other provisions of these Articles to the contrary, the Corporation shall not have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) of the Code; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification.

**ARTICLE IV
MEMBERS**

The Corporation shall have no members.

ARTICLE V DIRECTORS

Section 1. The Board of Directors of the Corporation shall consist of three Directors, to be elected as provided in the Bylaws. The names and addresses of the Corporation's initial directors are:

Richard Willich
90 Fort Wade Road
Ponte Vedra, Florida 32081

Fallon Gorman
90 Fort Wade Road
Ponte Vedra, Florida 32081

Dan Stoll
90 Fort Wade Road
Ponte Vedra, Florida 32081

Section 2. The Board of Directors may, by resolution or amendment to the Bylaws, increase or decrease the number of Directors at any time; *provided* that there shall never be fewer than three Directors, or such other minimum number as may be required by Florida law.

Section 3. The Directors shall exercise all powers of the Corporation.

ARTICLE VI OFFICERS

The officers and their manner of election shall be as provided in the Bylaws or by action of the Directors.

ARTICLE VII TITLE TO PROPERTY

Title to all property of the Corporation shall be held in the name of the Corporation or as otherwise may be provided pursuant to the authority of the Bylaws of the Corporation. Any gift, bequest, devise or donation of any kind whatsoever to the Corporation or its Board of Directors shall be deemed to vest title in the Corporation.

**ARTICLE VIII
REGISTERED AGENT**

The name and address of the Corporation's registered agent is:

Fallon Gorman
90 Fort Wade Road
Ponte Vedra, Florida 32081

**ARTICLE IX
AMENDMENTS**

These Articles may be amended as provided in the Bylaws.

**ARTICLE X
DISSOLUTION**

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to one or more organizations qualified as exempt under Section 501(c)(3) of the Code.

Upon liquidation, the Board shall vote on the qualified organization or organizations to receive a distribution of the remaining assets of the Corporation. Only those organizations receiving a majority vote of the Board shall be entitled to receive a distribution. The Board shall determine which assets are to be distributed to the organizations receiving a majority vote and such determination of distribution shall be by majority vote of the Board.

**ARTICLE XI
INCORPORATOR**

The name and address of the incorporator is:

Fallon Gorman
90 Fort Wade Road
Ponte Vedra, Florida 32081

**ARTICLE XII
CHARITABLE RESTRICTIONS**

Section 1. Prohibition on Private Inurement. Notwithstanding any other provision of these Articles to the contrary, no part of the net earnings, current or accumulated, or property of the Corporation shall inure to the benefit of, or be

distributed to, any member (other than a member which is exempt from federal income tax under Section 501(c)(3) of the Code), director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payment and distributions in furtherance of the purposes set forth in these Articles.

Section 2. Prohibition on Dividends. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not have the power to declare dividends.

Section 3. Limitation on Lobbying Activities. Notwithstanding any other provision of these Articles to the contrary, no substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation.

Section 4. Prohibition on Intervening in Political Campaigns. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 5. Tax-Exempt Status. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code.

ARTICLE XIII PRIVATE FOUNDATION RESTRICTIONS

Notwithstanding any other provision of these Articles to the contrary, during such period, or periods, as the Corporation is treated as a "private foundation" pursuant to Section 509 of the Code, the Corporation must comply with the following:

Section 1. Taxable Distributions. The Corporation shall distribute its net revenues at such time and in such manner so as not to subject the Corporation to tax under Section 4942 of the Code.

Section 2. Self-Dealing. The Corporation shall be prohibited from engaging in any act of self-dealing (as defined in Section 4941(d) of the Code).

Section 3. Excess Business Holdings. The Corporation shall be prohibited from retaining any excess business holding (as defined in Section 4941(d) of the Code) which would subject the Corporation to tax under Section 4943 of the Code.

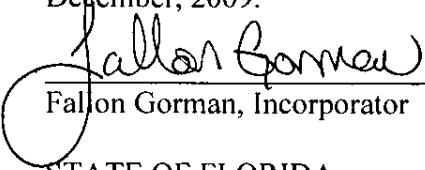
Section 4. Jeopardizing Investments. The Corporation shall be prohibited from making any investments or otherwise acquiring assets in such manner so as to subject the Corporation to tax under Section 4944 of the Code. Further, the Corporation shall be prohibited from retaining any assets which would subject the Corporation to tax under Section 4944 of the Code if the Directors have acquired such assets.

Section 5. Taxable Expenditures. The Corporation shall be prohibited from making any taxable expenditures (as defined in Section 4945(d) of the Code).

ARTICLE XIV INDEMNIFICATION

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

The undersigned incorporator has executed these Articles of Incorporation this 14th day of December, 2009.

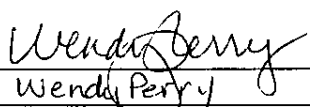


Fallon Gorman, Incorporator

STATE OF FLORIDA
COUNTY OF ST. JOHNS

The foregoing instrument was acknowledged before me this 14th day of December, 2009, by Fallon Gorman, who is personally known to me or has produced _____ as identification.

NOTARY PUBLIC:

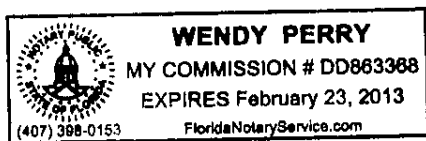
Sign: 
Print: Wendy Perry

State of Florida At Large
(Seal)

My Commission Expires: February 23, 2013

Title/Rank: _____

Commission Number DD863368




CERTIFICATE DESIGNATING AGENT UPON WHOM PROCESS MAY BE SERVED AND
THE PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA

The following is submitted in compliance with Section 617.0501, Florida Statutes:

Richard Willich Foundation, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, has named Fallon Gorman as its registered agent to accept service of process at its office within this state, located at 90 Fort Wade Road, Ponte Vedra, Florida 32081.

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provisions of said sections relative to keeping open the registered office.


Fallon Gorman
Registered Agent

12/14/09
Date

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2009 DEC 17 P 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA