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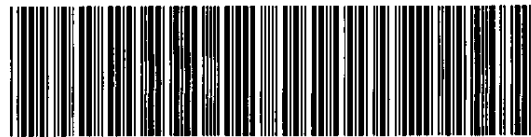
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

MRS
7/27

SHELL, FLEMING, DAVIS & MENGE
ATTORNEYS AT LAW

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MAUREEN DUIGNAN
Board Certified Criminal Trial Lawyer
Also Licensed In New York
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June 17, 2010

OF COUNSEL:
THURSTON A. SHELL
FLETCHER FLEMING

ROLLIN D. DAVIS, JR.
(1932-2002)
M.J. MENGE
(1936-2007)

226 PALAFOX PLACE
NINTH FLOOR, SEVILLE TOWER
PENSACOLA, FLORIDA 32502

MAIL TO:
POST OFFICE BOX 1831
PENSACOLA, FLORIDA 32591-1831

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

**Re: Articles of Incorporation of David International Foundation, a
Florida Non-For-Profit Corporation**

Dear Sir or Madam:

Please find enclosed several copies of the Articles of Incorporation of David International Foundation, a Florida Non-For-Profit Corporation. I have also enclosed our Trust account check in the amount of \$70.00 to cover the filing fee, along with a return envelope for your convenience. If there is any problem filing the Articles, would you mind calling me at the above number so I can cure any defect in the filing?

Thank you so very much for the great service you folks provide. God's blessing on you.

Sincerely,



Dennis R. Tackett
Paralegal to Stephen B. Shell

/drt
Enclosures

ARTICLES OF INCORPORATION
OF
DAVID INTERNATIONAL FOUNDATION CORPORATION
A FLORIDA NOT-FOR-PROFIT CORPORATION

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TALLAHASSEE FLORIDA

ARTICLE I
NAME

The name of the Corporation is **DAVID INTERNATIONAL FOUNDATION CORPORATION, a FLORIDA NOT-FOR-PROFIT CORPORATION**

ARTICLE II
PRINCIPAL PLACE OF BUSINESS

The initial street address in this state, where the principal office of the Corporation is to be located, is 107 Industrial Blvd, Pensacola, Escambia County, Florida 32505

ARTICLE III
PURPOSE

(A) The Corporation is organized exclusively for the following purposes: religious, charitable, scientific, literary, educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations or for the prevention of cruelty to children or animals, as specified in Subsections 501(c)(3) and 2055 (a)(2) of the Internal Revenue Code of 1986. Specifically, the purposes of this Corporation are to provide humanitarian aid, in the United States and in foreign countries, including but not limited to providing shelter, food, agricultural improvements, education, peacekeeping activities, small business aid, training, economic aid, and any other humanitarian or charitable purposes authorized and allowed by United States and International Law. The Corporation shall be entitled to engage in any lawful act or activity for which non-profit corporations may be organized under the laws of the State of Florida, but specifically excluding any activities inconsistent with or contrary to this Article III. None of the Corporation's money may be used, directly or indirectly, for military action or terrorism.

(B) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any member, trustee, director, 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 no member, trustee, director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(C) No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Internal Revenue Code Subsection 501(h)] or participating in or intervening in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(D) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Subsection 501(c)(3) of the Internal Revenue Code of 1986 or (ii) by a corporation contributions to which are deductible under Subsections 170(c)(2) and 2055(a)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

(E) In the event of liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary or by operation of law, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Subsections 501(c)(3) and 2055(a)(2) of the Internal Revenue Code of 1986, as amended or the corresponding provisions of any future United States Internal Revenue law.

(F) Any other provisions herein notwithstanding, no member, trustee, director, officer or private individual shall engage in any act of self-dealing as defined in Subsection 4941 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax law; nor fail to distribute an amount of income required to avoid incurring tax liability under Subsection 4942 of the Internal Revenue Code of 1986 or corresponding provisions of subsequent federal tax law; nor retain any excess business holdings as defined in Subsection 4943 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws; nor make any taxable expenditures as defined in Subsection 4945 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax law.

ARTICLE IV **DIRECTORS**

There shall be not less than three (3) and not more than ten (10) members of the Board of Directors of the Corporation. Additional Directors may be added from time to time by the majority vote of Directors then serving.

The names and addresses of the persons who are to serve as Directors until the first election thereof are as follows:

<u>Name</u>	<u>Address</u>
Robert Clay Walls	6049 Spanish Oak Drive Pensacola, Florida 32526
Robert Christopher Walls	6137 Walton St Pensacola, FL 32503

Mary Ann Walls

6049 Spanish Oak Drive
Pensacola, Florida 32526

Janaina NB Walls

6137 Walton St
Pensacola, Florida 32503

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this Corporation authorize the Board to so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of this Corporation's initial registered office in Florida is 107 Industrial Blvd, Pensacola, Florida 32505, and the name of its initial registered agent at that address is Robert Christopher Walls. The principal place of business shall also be at that same address.

ARTICLE VI

MEMBERSHIP

Unless otherwise provided in the Corporation's Bylaws, the Corporation shall not have any members and shall be considered a non-membership organization.

ARTICLE VII

CONTROL OF CORPORATION

The Corporation shall be governed by its Board of Directors, the Directors of which shall serve indefinitely unless sooner removed by their own resignation or by the majority vote of a quorum of the Board of Directors. The Board of Directors may, however, delegate so much of its authority to officers of the Corporation, committees composed of directors, officers or individuals, or any combination thereof, as it deems advisable to fulfill its tax-exempt purposes.

ARTICLE VIII
NONSTOCK CORPORATION

The Corporation shall be considered organized on a non-stock basis, and therefore, certificates of shares of stock in the Corporation shall not be issued.

ARTICLE IX
BYLAWS

The first Bylaws of the Corporation will be adopted by the Board of Directors named herein. Upon proper notice, the Bylaws may be amended, altered or rescinded by the affirmative vote of fifty-one percent (51%) of the Board of Directors.

ARTICLE X
AMENDMENTS

These Articles of Incorporation may be amended at any meeting of the Board of Directors by the affirmative vote of fifty-one percent (51%) of its Directors at any regular meeting or at any special meeting called for that purpose, provided that such proposed amendments shall be plainly stated in the call for the meeting in which they are to be considered.

ARTICLE XI
INCORPORATOR

The name and address of the subscriber of these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Robert Christopher Walls	6137 Walton St Pensacola, Florida 32503

ARTICLE XII

This corporation shall enjoy and be subject to the benefits, privileges and immunities, restrictions, liabilities and obligations, as provided for not for profit corporations generally by the law of the land and which are held applicable to not for profit corporations organized under the provisions of Chapter 617 of the Florida Statutes or such chapter as amended or modified.

ARTICLE XIII

All references in these Articles of Incorporation to the Internal Revenue Code shall include the Internal Revenue Code of 1986 as it now exists, future amendments to the sections cited, and corresponding sections of future laws, together with all valid regulations thereunder.

IN WITNESS WHEREOF, I have subscribed my name this 9th day of July,
2010.

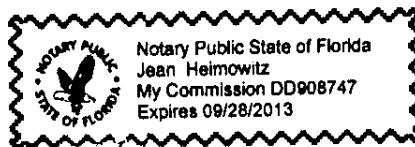
Robert Christopher Walls
Robert Christopher Walls

STATE OF FLORIDA

COUNTY OF ESCAMBA

The foregoing instrument was acknowledged before me this 9th day of July,
2010, by Robert Christopher Walls, who (✓) is personally known to me or () has
produced a valid driver's license as identification and did take an oath.

[Signature]
Notary Public, State of Florida
My Commission expires: 9/28/13




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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**


The following is submitted, in compliance with Chapter 607.0202 and 607.0501(3), **Florida Statutes:**

David International Foundation Corporation, a nonprofit corporation organized under the laws of the State of Florida, has named Robert Christopher Walls, 107 Industrial, Pensacola, Florida 32505, its agent to accept service of process within Florida,


Robert Christopher Walls, Incorporator

ACCEPTANCE:

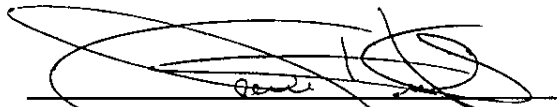
I agree to act as Resident Agent for David International Foundation Corporation to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the Florida designated address) in some conspicuous place in office as required by law.

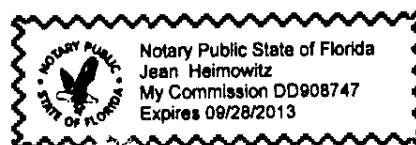

Robert Christopher Walls
Resident Agent

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 9th day of July, 2010, by Robert Christopher Walls, who (☒) is personally known to me or (☐) produced a valid driver's license as identification and did take an oath.


Notary Public, State of Florida
My Commission expires: 9/28/13



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FLORIDA
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