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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/21/12



Cathy R. Ellis
cellis@cpmas.com

Direct Dial: 770.857.1687
Facsimile: 770.857.1688

December 19, 2012

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations – Clifton Bldg
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: The L&C Wood Family Foundation, Inc.
CPMAS File No. 24450

Dear Sir or Madam:

To incorporate The L&C Wood Family Foundation, Inc., in the State of Florida, enclosed please find the following:

(1) The original and two (2) copies of the Articles of Incorporation of The L&C Wood Family Foundation, Inc.; and

(2) Our firm's check in the amount of \$78.75, payable to the Florida Secretary of State, for applicable filing fees.

Please accept these for filing and stamp the additional copy of the Articles of Incorporation **as a certified copy**, and return same to me in the enclosed envelope.

If you have any questions, please do not hesitate to call me.

Sincerely,

Cathy Ellis
Paralegal

CRE:bms
Enclosure
#815728

COHEN POLLOCK
MERLIN & SMALL, P.C.
3350 RIVERWOOD PARKWAY
SUITE 1600
ATLANTA, GEORGIA 30339
(770) 858-1288

WWW.CPMAS.COM

ARTICLES OF INCORPORATION
FOR
THE L&C WOOD FAMILY FOUNDATION, INC.

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The undersigned incorporator, being a natural person competent to contract, hereby adopts these Articles of Incorporation in order to form a not-for-profit corporation without stock under the laws of the State of Florida.

ARTICLE I

The name of this Corporation is THE L&C WOOD FAMILY FOUNDATION, INC.

ARTICLE II

This Corporation shall commence upon the filing of these Articles with the Secretary of State of the State of Florida and shall exist perpetually.

ARTICLE III

The Corporation shall have all statutory powers granted to not-for-profit corporations by the State of Florida, including, but not limited to, the power to contract, sue and be sued, to purchase and hold real and personal property and to perform all other lawful acts necessary for the accomplishment of the purpose set forth in these Articles of Incorporation. Additionally, the Corporation shall have all of the powers created by law, including, but not limited to, the power to accept gifts, grants, devises, bequests of funds, or any other property from any public or

governmental bodies and any private persons who shall include, but not be limited to, private and public foundations, corporations and individuals.

ARTICLE IV

The purpose of this Corporation is to operate exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code 1986, as amended from time to time (hereinafter referred to herein as the "Code"), or any corresponding section of any future federal tax code. In particular, the Corporation will primarily focus on education, human services and innovation, with an emphasis on programs which have broad support and strong management and which provide an empowering "helping hand."

ARTICLE V

The initial street and mailing address for the principal place of business of the Corporation are c/o Vicki Manus, 3621 Vinings Slope, SE, Suite 440, Atlanta, Fulton County, Georgia, 30339.

ARTICLE VI

The name and address of the initial registered agent are: Leonard W. Wood, 24 Dockside Lane, #428, Key Largo, Florida 33037.

ARTICLE VII

The Bylaws of the Corporation may be amended or rescinded by the Board of Directors in accordance with the provisions contained in the Bylaws.

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ARTICLE VIII

The initial Board of Directors of the Corporation shall consist of four (4) Directors. The number of Directors may be either increased or diminished from time to time by the Directors of the Corporation, but shall never be less than three (3). The Directors shall be elected in accordance with the provisions contained in the Bylaws. The names and addresses of the persons who shall serve as Directors until the first annual meeting of the Board of Directors of the Corporation, or until successors have been elected and qualified, are as follows:

Leonard W. Wood
24 Dockside Lane, #428
Key Largo, Florida 33037

Carla O'Neill Wood
24 Dockside Lane, #428
Key Largo, Florida 33037

Leonard W. Wood, Jr.
8150 Leesburg Pike, Suite 501
Vienna, Virginia 22182

Kevin John Wood
3621 Vinings Slope, SE, Suite 440
Atlanta, Georgia, 30339

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ARTICLE IX

The officers of the Corporation shall be a president, secretary and treasurer. The manner of electing officers shall be provided for in the Bylaws of the Corporation. The names and addresses of the persons who shall serve as officers of the Corporation until the first meeting of the Board of Directors, or until successors have been elected and qualified, are as follows:

President: Leonard W. Wood
24 Dockside Lane, #428
Key Largo, Florida 33037

Secretary: Carla O'Neill Wood
24 Dockside Lane, #428
Key Largo, Florida 33037

Treasurer: Vicki Manus
3621 Vinings Slope, SE, Suite 440
Atlanta, Georgia 30339

ARTICLE X

The name and address of the initial incorporator shall be:

William A. Turner, Esq.
Cohen Pollock Merlin & Small, P.C.
3350 Riverwood Parkway, Suite 1600
Atlanta, Georgia 30339 .

ARTICLE XI

The Corporation shall have no members.

ARTICLE XII

No substantial part of the activities of this Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and 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. Notwithstanding any other provision of these articles, 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 the corresponding provision of any future federal internal revenue law) or (b) by a corporation,

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contributions to which are deductible under 170(c)(2) of the Code (or corresponding provision of any future federal internal revenue law).

ARTICLE XIII

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable 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 Article IV hereof.

ARTICLE XIV

The Articles of Incorporation may be amended at any regular or special meeting of the Board of Directors by a majority vote of the members of the Board of Directors.

ARTICLE XV

So long as this Corporation shall be determined to be a "private foundation" within the meaning of Section 509 of the Code, it shall be required to distribute its income or other assets at such time and in such manner as the Corporation will not be subject to the tax under Section 4942 of the Code; and further the Corporation shall be prohibited from engaging in any act of self-dealing (as defined in Section 4941 of the Code), from retaining any excess business holdings (as defined in Section 4943(c) of the Code), from making any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, and from making any taxable expenditures (as defined in Section 4945(d) of the Code).

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ARTICLE XVI

Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceedings to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance, nonfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which Director or Officer may be entitled.

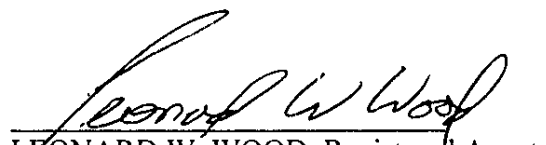
ARTICLE XVII

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the Corporation, distribute all assets of the Corporation exclusively for the purposes set forth in Article IV hereof to an organization, or organizations, organized and operated exclusively for charitable, religious, educational, or scientific purposes as an exempt organization, or organizations, under Section 501(c)(3) of the Code (or corresponding provision of any future federal law) or to the federal government or state or local government for a public purpose, as the Board of Directors shall determine.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of
Incorporation in Atlanta, Cobb County, Georgia, this 12
day of December, 2012.


WILLIAM A. TURNER, Incorporator

I hereby declare that I am familiar with and accept the duties and responsibilities as
registered agent for said Corporation.


LEONARD W. WOOD, Registered Agent

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TALLAHASSEE, FLORIDA

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STATE OF GEORGIA }
COUNTY OF COBB }

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared **William A. Turner**, to me known to be the person described in the foregoing Articles of Incorporation, who executed the foregoing Articles of Incorporation and who is personally known to me.

WITNESS my hand and official seal in the County and State aforesaid this 12th day of DECEMBER, 2012.



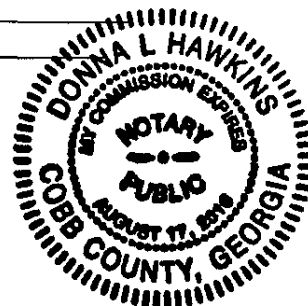
Cathy R. Ellis
Notary Public
State of GEORGIA
My Commission Expires: August 4, 2015

STATE OF Georgia }
COUNTY OF Cobb }

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared **Leonard W. Wood**, to me known to be the person described in the foregoing Articles of Incorporation, who executed the foregoing Articles of Incorporation and who is personally known to me.

WITNESS my hand and official seal in the County and State aforesaid this 12 day of December, 2012.

Donna L. Hawkins
Notary Public
State of Georgia
My Commission Expires: _____



(Doc#793328)