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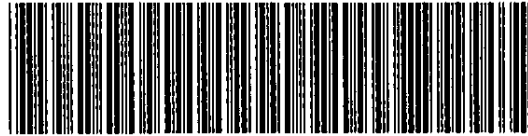
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Department of State
New Filing Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Walters Family Foundation, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☐ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: Lawrence Walters II

Name (Printed or typed)

2612 Key Largo Lane

Address

Fort Lauderdale, FL 33312

City, State & Zip

954-818-1230

Daytime Telephone number

lwalters@lwwalters.com

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

**Articles of Incorporation
of
Walters Family Foundation, Inc.**

The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under Chapter 617 of the Florida Statutes, and Section 501(c) (3) of the Internal Revenue Code do hereby certify:

Article I: Name The name of the Corporation shall be:
Walters Family Foundation, Inc.

Article II: Place of Business The initial principal place of business and mailing address of the corporation shall be:

2612 Key Largo Lane,
Fort Lauderdale, FL 33312

Article III: Duration The Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Florida Department of State.

Article IV: Purpose Said corporation is organized exclusively for charitable, 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, or the corresponding section of any future federal tax code.

1. To improve the quality of life in Broward County by granting funds to small businesses to improve their infrastructure.
2. To receive and maintain personal or real property, or both; and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, educational, literary, or scientific purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c) (3).
3. To receive assistance, money (as dues or otherwise), real or personal property and any other form of contributions, gift, bequest, or devise from any person, firm, partnership, or corporation, to be utilized in the furtherance of the objects and purposes of this Corporation; to enter into agreements or contracts for contributions to the Corporation for its objects and purposes, provided however, the gifts shall be subject to acceptance by the Board of Directors as required by the bylaws.
4. To establish an office and employ such such assistance and employ such assistance and clerical personnel as may be necessary and proper in the judgment of the Board of Directors, and pay reasonable compensation for the services of such persons.
5. To utilize and to distribute, in the manner, form, and method, and by the means determined by the Board of Directors of Corporation, any and all forms of contributions or

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other funds received by it in carrying out charitable and business programs of the corporation in the furtherance of its stated purposes. Money and real or personal property contributed to the Corporation in furtherance of these objects and purposes are and shall be used exclusively for such purposes.

6. To invest and reinvest funds in such securities and properties as the Board of Directors may from time to time determine.
7. To purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge, loan, or otherwise dispose of any deal in any bonds, securities, evidence of indebtedness, or other personal property, as well as to purchase, acquire, own, hold sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers, and privileges of ownership.
8. To contract and be contracted with, and to sue and be sued.
9. To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which this Corporation is formed; and, in general, to have all the rights, privileges, and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in Section 617.0302 of the Florida Statutes, subject however to the requirements of Sections 501 (c)(3) and to the other limitations provided in these Articles of Incorporation.

Article V: Membership The Corporation shall have one or more members. A designation of the class or classes of members, and the qualifications and rights of the member of each class, and the names of the initial member or members, shall be set forth in the bylaws.

Article VI: Directors Subject to the power reserved to the members in the bylaws of the Corporation, all corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors. The number of Directors (which number shall not be less than three) shall be as provided in the bylaws.

Initial Board of Directors

The names and addresses of the persons who are the initial directors of the corporation are as follows:

Name: Verna Alexander	Address: 7422 NW 66th Terrace Tamarac, FL 33321
Name: Lawrence Walters III	Address: 2612 Key Largo Lane Fort Lauderdale, FL 33312
Name: Lawrence Walters II	Address: 2612 Key Largo Lane Fort Lauderdale, FL 33312

The terms for which the directors shall serve, and the method of election of directors, shall be as stated in the bylaws.

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Article VII: Charitable Limitations

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 the purposes set forth in Fourth Article hereof. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to 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 Section 617.0835 of the Florida Statutes, or by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

B. Compensation The Board of Directors may authorize, by resolution, the payment to a director of reasonable compensation for services as a director. The Board may authorize the advance or reimbursement to a director of actual reasonable expenses incurred in carrying out his or her duties as a director, such as for attending meetings of the Board and Board Committees. The Board of Directors (or a Board Committee) shall review any compensation packages (including all benefits) of the President or the chief executive officer and the Treasurer or chief financial officer, regardless of job title, and shall approve such compensation only after determining that the compensation is just and reasonable. This review and approval shall occur when such officer is hired, when the term of employment of such officer is renewed or extended, and when the compensation of such officer is modified, unless the modification applies to substantially all of the employees of this corporation. Notwithstanding any other provision hereof, the Corporation shall make no payment that would constitute "self-dealing" as defined in section 4941(d) of the Internal Revenue Code.

Article VIII: Indemnification Every director and officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeal thereof) to which a director or officer may be a party or may become involved by reason of being or having been a director or officer of the Corporation, whether or not a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of or liable for willful malfeasance or willful misfeasance in the performance of duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when 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 such director or officer may be entitled by law. Appropriate liability insurance may be provided for every officer, director and agent of the Corporation in amounts determined from time to time by the Board of Directors.

A

Shall not engage in any act of self-dealing as defined in Section 4941 (d);

Shall not retain any excess business holdings as defined in Section 4943 (c);

Shall not make any investments in such manner as to subject it to tax under Section 4944; and

Shall not make any taxable expenditures as defined in Section 4945 (d).

Notwithstanding any other provision of these Articles of Incorporation, 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).

Article IX: Disposition of Assets In the event of the Dissolution of the Corporation pursuant to Florida Statutes, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax 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. In witness whereof, we have hereunto subscribed our names this 17th day of May 2013.

Article X: Amendments to Bylaws

The power to adopt, alter, amend, or repeal the bylaws of the Corporation shall be vested in the directors in accordance with the provisions of the bylaws.

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Article XI: Founder's Lifetime

During the life of Lawrence Elton Walters II, and while Lawrence is not Unable to act, Lawrence shall solely have the right to amend these Articles, in whole or in part. If Lawrence is not then living or is Unable to Act, these Articles may be amended, in whole or in part by a majority vote of the Board of Directors of the Corporation, then serving, provided however, if the Corporation shall then have Bylaws in effect which govern the vote of the Board of Directors, such provisions shall apply to determine the vote of the Board of Directors for this purpose.

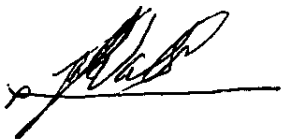
For the purposes of these Articles, an individual shall be "Unable to Act", or if and so long, as such individual shall, in the opinion of two medically certified doctors, selected by the Board of Directors, one of whom is either the individual's regular physician or the physician who is primarily responsible for the individual's medical care at such time, be incapable of performing his or her duties by reasons of advanced age, illness, accident, or any other cause.

Article XII: Incorporator

The name and street address of the person signing these Articles of Incorporation is:

Name: Lawrence Walters, II

Address: 2612 Key Largo Lane
Fort Lauderdale, FL 33312

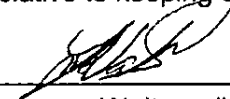


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Article XIII : Acceptance of Registered Agent

Having been named to accept service of process for the Walters Foundation, Inc., at the place designated in the Articles of Incorporation, Lawrence Walters, agrees to act in this capacity, and agrees to comply with the laws of the State of Florida relative to keeping open such office.

Date: 6/21/13


Lawrence Walters, II

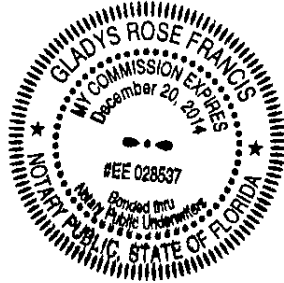
Registered Agent

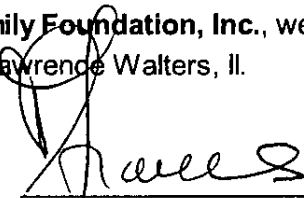
The street address of the initial registered office of the corporation is 2612 Key Largo Lane Fort Lauderdale, FL 33312. The name of the initial registered agent of the corporation is Lawrence Walters, II.

STATE OF FLORIDA:

BROWARD COUNTY:

The foregoing Articles of Incorporation of the **Walters Family Foundation, Inc.**, were acknowledged before me this 21st day of June, 2013 by Lawrence Walters, II.




Notary Public, State of Florida
My Commission Expires:

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA