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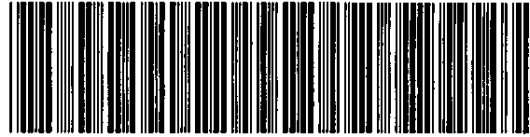
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5-22-14

LAW OFFICE OF FRANK J. PYLE

FRANK J. PYLE, JURIS DOCTOR
LIVING TRUSTS & FLORIDA PROBATE ATTORNEY
401 WEST COLONIAL DRIVE, SUITE 4
ORLANDO, FLORIDA 32804-6855

EMAIL: Probate@AttorneyFrankPyle.com
TELEPHONE: (407) 872-1965
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www.ReasonableProbate.com

May 19, 2014

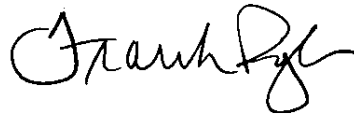
Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Jesse Watlington Memorial Foundation, Inc.

Gentlemen:

Please file the enclosed Articles Of Incorporation for the Jesse Watlington Memorial Foundation, Inc. My check for \$78.75 is enclosed for the filing fee, registered agent designation, and a certificate of status.

Sincerely,



Frank J. Pyle

FJP/ccb
Enclosure(s)

TALL
SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 MAY 20 AM 9:29

**ARTICLES OF INCORPORATION
OF THE**

JESSE WATLINGTON MEMORIAL FOUNDATION, INC

KNOW ALL MEN BY THESE PRESENTS that the undersigned, being a natural person of the age of eighteen (18) or more, and acting as the incorporator of the JESSE WATLINGTON MEMORIAL FOUNDATION, INC, a corporation under the Florida Not For Profit Corporation Act (Chapter 617 of the Florida Statutes), adopts and files the following Articles Of Incorporation:

ARTICLE I - NAME AND PRINCIPAL PLACE OF BUSINESS

Section 1. The name of the corporation shall be the "JESSE WATLINGTON MEMORIAL FOUNDATION, INC.", and the corporation shall be located in Orange County, Florida.

Section 2. The street address of the initial principal office of the corporation and mailing address of the corporation shall be: 10898 Wonder Lane, Windermere, Florida 34786.

ARTICLE II - DURATION

Section 1. The term of existence of the corporation shall be perpetual.

ARTICLE III - PURPOSE

Section 1. The Fund is organized 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, or the corresponding section of any future Federal tax code.

Section 2. The corporation is, and shall remain, a corporation not-for-profit. The corporation is not organized, nor shall it be operated, for the primary purpose of generating pecuniary gain or profit, and it shall not distribute any gains, profits, or dividends to the members thereof, or to any

individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, expenses incurred, and to make payments and distributions in furtherance of its specific and primary purposes.

Section 3. The Corporation will be managed, and funds distributed, through a Board of Directors.

Section 4. The corporation may engage in any other lawful purpose or purposes permitted to be engaged in by not-for-profit corporations and may exercise all rights and powers conferred on not-for-profit corporations under the laws of the State of Florida, provided however, that the corporation shall not engage in any activities or exercise any powers that are not in furtherance of the specific and primary charitable and educational purposes of the corporation.

ARTICLE IV - DIRECTORS

The affairs of the corporation shall be managed by a Board Of Directors. The number of Directors constituting the initial Board Of Directors shall be a minimum of three. Thereafter, the number and manner of election of the Directors shall be as provided in the Bylaws, but in no event shall the Board Of Directors consist of fewer than three members.

ARTICLE V - PROHIBITED ACTIVITIES

Section 1. 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 the purpose clause hereof.

Section 2. 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 any candidate for public office.

Section 3. Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

Section 4. In the event this corporation shall become a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, the corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code of 1986; shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986; shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986; shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986; and shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986.

ARTICLE VI - DISSOLUTION

In the event of dissolution of the corporation, assets shall be distributed to one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or 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 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 corporation or corporations, as said Court shall determine, which are organized and operated exclusively for such purposes.


ARTICLE VII - REGISTERED AGENT

The name of the initial registered agent and street address of the initial registered office of the corporation shall be Alda Watlington, 10898 Wonder Lane, Windermere, Florida 34786.

ARTICLE VIII - NAME OF INCORPORATOR

Alda Watlington, 10898 Wonder Lane, Windermere, Florida 34786

IN WITNESS WHEREOF, ALDA WATLINGTON, the incorporator, hereby sets her hand and seal this 19th day of May, 2014.


ALDA WATLINGTON,
Chairman Board of Directors,
Jesse Watlington Memorial Foundation, Inc.

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me on this 19th day of May, 2014,
by ALDA WATLINGTON, who is personally known to me.



FRANK J. PYLE, JR.
MY COMMISSION # EE 054909
EXPIRES: February 28, 2015
Bonded Thru Budget Notary Services


NOTARY PUBLIC
My Commission Expires:

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

I, ALDA WATLINGTON, do hereby affirm my acceptance of appointment as Registered Agent of JESSE WATLINGTON MEMORIAL FOUNDATION, INC., as provided in Article VII of the foregoing Articles of Incorporation and do state that I am familiar with and accept the obligations of such Registered Agent as provided in Section 607.325 of the Florida Statutes.



FRANK J. PYLE, JR.
MY COMMISSION # EE 054909
EXPIRES: February 28, 2015
Bonded Thru Budget Notary Services


ALDA WATLINGTON