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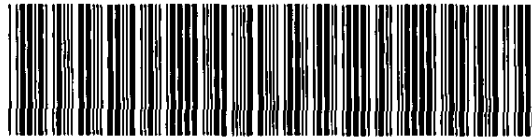
(Business Entity Name)

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RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
15 JUN -5 PM 2:37  
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10 ACKNOWLEDGEMENT  
SUFFICIENCY OF FILING

FILED  
2015 JUN -5 AM 9:53  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

4/9 cm

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 658453 6383A

AUTHORIZATION : CLIENT CHECK PROVIDED

COST LIMIT : \$ 0.00

ORDER DATE : June 5, 2015

ORDER TIME : 12:33 PM

ORDER NO. : 658453-005

CUSTOMER NO: 6383A

DOMESTIC FILING

NAME: THE CLIFF AND GEORGANNE  
WILLIAMS FAMILY FOUNDATION,  
INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP  
☐ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lydia Cohen - EXT. 62974

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF INCORPORATION  
OF  
THE CLIFF AND GEORGANNE WILLIAMS FAMILY FOUNDATION, INC.  
A FLORIDA NONPROFIT CORPORATION**

**ARTICLE ONE**

**NAME**

The name of this corporation shall be THE CLIFF AND GEORGANNE WILLIAMS FAMILY FOUNDATION, INC.

**ARTICLE TWO**

**STATEMENT OF CORPORATE NATURE**

This is a non-profit corporation organized solely for general charitable purposes pursuant to the Florida Corporations Not For Profit law set forth in Part I of Chapter 617 of the Florida Statutes.

**ARTICLE THREE**

**GENERAL AND SPECIFIC PURPOSES**

(a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of religion, charity, education and for other charitable purposes.

(b) The general purposes for which this corporation is formed are to operate exclusively for such religious, charitable, and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of or against any candidate for public office.

**ARTICLE FOUR**

**TERM**

This corporation shall have perpetual existence.

FILED  
2015 JUL -5 PM 3:53  
CLIFF AND GEORGANNE WILLIAMS  
FAMILY FOUNDATION, INC.

## ARTICLE FIVE

### MEMBERSHIP

(a) Directors as membership. The sole class of members of this corporation shall be its directors. The manner in which directors are elected or appointed is as stated in Article II of the bylaws of the corporation.

(b) Rights and Liabilities of Members. The members of this corporation shall have no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments.

## ARTICLE SIX

### SUBSCRIBERS

The names and residence addresses of the subscribers of this corporation are:

Clifford N. Williams  
14324 Harbour Landings Drive #21C  
Fort Myers, FL 33908

Georganne V. Williams  
14324 Harbour Landings Drive #21C  
Fort Myers, FL 33908

Erin Williams  
14324 Harbour Landings Drive #21C  
Fort Myers, FL 33908

Lucas Nathaniel Williams  
14324 Harbour Landings Drive #21C  
Fort Myers, FL 33908

## ARTICLE SEVEN

### LOCATION OF PRINCIPAL OFFICE AND IDENTIFICATION OF REGISTERED AGENT

(a) The address of the principal office for the transaction of the business of this corporation is 14324 Harbour Landings Drive #21C, Fort Myers, Lee County, Florida 33908.

- (b) The name and address of this corporation's registered agent is:

Georganne V. Williams  
14324 Harbour Landings Drive #21C  
Fort Myers, Florida 33908

#### ARTICLE EIGHT

#### MANAGEMENT OF CORPORATE AFFAIRS

(a) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be four (4); provided, however, the number of directors may be changed by a bylaw duly adopted by the directors.

The manner in which directors are elected or appointed is as stated in Article III of the Bylaws of the Corporation.

The directors named herein as the first board of directors shall hold office until their successors are elected and have qualified, or until their death, resignation or removal.

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 bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such first members of the board of directors are as follows:

Clifford N. Williams  
14324 Harbour Landings Drive #21C  
Fort Myers, FL 33908

Georganne V. Williams  
14324 Harbour Landings Drive #21C  
Fort Myers, FL 33908

Erin Williams  
14324 Harbour Landings Drive #21C  
Fort Myers, FL 33908

Lucas Nathaniel Williams  
14324 Harbour Landings Drive #21C  
Fort Myers, FL 33908

(b) Corporate Officers: The officers of the corporation shall be a President, a Secretary a Treasurer and a Vice President, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. The names of the persons who are to serve as officers of the corporation until their successors are duly elected and qualified are:

Georganne V. Williams, President/Secretary

Clifford N. Williams, Vice President/Treasurer

#### ARTICLE NINE

##### BYLAWS

Subject to the limitations contained in the bylaws, and any limitations set forth in the Corporations Not For Profit law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor in the bylaws.

#### ARTICLE TEN

##### DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to religious, educational and charitable purposes and no part of the net income or asset of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual, 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 Three.

#### ARTICLE ELEVEN

##### DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this corporation, its assets remaining after payment or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for religious or charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

## ARTICLE TWELVE

### AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors, and Amendments may be adopted by the vote to two-thirds (2/3) of the directors of the corporation.

## ARTICLE THIRTEEN

### PRIVATE FOUNDATION PROVISION

(a) Distribution of Income. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.

(b) Self-dealing. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.

(c) Excess Business Holdings. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.

(d) Investments Jeopardizing Charitable Purpose. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.

(e) Taxable Expenditures. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.

IN WITNESS WHEREOF, we, the undersigned being each and all of the original subscribers hereinbefore mentioned for the purpose of forming a corporation under the laws of the State of Florida do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby (jointly and severally) certifying that the facts therein stated are true, and hereby respectively and accordingly set our hands and seals at Fort Myers, Florida, this 10<sup>th</sup> day of MARCH, 2015.




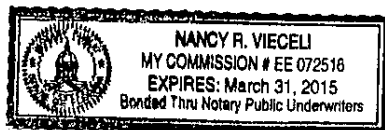
CLIFFORD N. WILLIAMS

  
GEORGANNE V. WILLIAMS  
ERIN WILLIAMS  
LUCAS NATHANIEL WILLIAMS

STATE OF FLORIDA     )  
                                      )  
COUNTY OF LEE        )

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared CLIFFORD N. WILLIAMS, who is known to me to be the person who made and subscribed to the foregoing Articles of Incorporation, and certified and acknowledged that he made and executed said certificate for the use and purposes therein expressed.

WITNESS my hand and official seal this 10<sup>th</sup> day of MARCH, 2015.

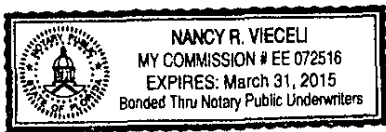
  
Notary Public, State of Florida  
Commission No.: EE 072516  
My commission expires: 3/31/15



STATE OF FLORIDA       )  
                                      )  
COUNTY OF LEE        )

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared GEORGANNE V. WILLIAMS, who is known to me to be the person who made and subscribed to the foregoing Articles of Incorporation, and certified and acknowledged that she made and executed said certificate for the use and purposes therein expressed.

WITNESS my hand and official seal this 10<sup>th</sup> day of MARCH, 2015.

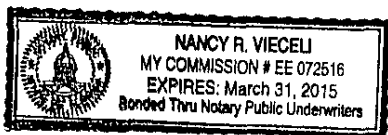


Nancy R. Viecele  
Notary Public - State of Florida  
Commission No.: EE 072516  
My commission expires: 3/31/15

STATE OF FLORIDA       )  
                                      )  
COUNTY OF LEE        )

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared ERIN WILLIAMS, who is known to me to be the person who made and subscribed to the foregoing Articles of Incorporation, and certified and acknowledged that she made and executed said certificate for the use and purposes therein expressed.

WITNESS my hand and official seal this 10<sup>th</sup> day of MARCH, 2015.



Nancy R. Viecele  
Notary Public - State of Florida  
Commission No.: EE 072516  
My commission expires: 3/31/15

STATE OF FLORIDA     )  
                                      )  
COUNTY OF LEE        )

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared LUCAS NATHANIEL WILLIAMS, who is known to me to be the person who made and subscribed to the foregoing Articles of Incorporation, and certified and acknowledged that he made and executed said certificate for the use and purposes therein expressed.

WITNESS my hand and official seal this 10<sup>th</sup> day of MARCH, 2015.



Nancy R. Vieceli  
Notary Public - State of Florida  
Commission No.: EE 072516  
My commission expires: 3/31/15

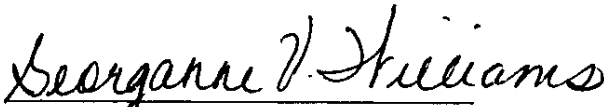
### ACCEPTANCE BY REGISTERED AGENT

In pursuance of Chapter 617.0202(1)(f), Florida Statutes, the following is submitted, in compliance with said Act:

That THE CLIFF AND GEORGANNE WILLIAMS FAMILY FOUNDATION, INC., Florida Family Foundation, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Organization, at Fort Myers, County of Lee, State of Florida, has named GEORGANNE V. WILLIAMS, located at 14324 Harbour Landings Dr. #21C Fort Myers, County of Lee, State of Florida, as its agent to accept service of process within this State.

### ACCEPTANCE BY REGISTERED AGENT:

Having been named as Registered Agent to accept service of process for the above stated Foundation, at the place designated in this certificate, I hereby accept to act in this capacity, acknowledge that I am familiar with the obligations of this position and agree to comply with the provisions of said Act relative to keeping open said office.

  
GEORGANNE V. WILLIAMS  
Registered Agent