

N95000001764

WALTER THOMS FUND, INC.
A Florida Nonprofit Corporation

March 24, 1995

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

FILED
STATE
SECRETARY OF CORPORATIONS
MAR 13 PM 3:14

Dear Sir or Madam:

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-04/03/95--01080--003
****122.50 ****122.50

Enclosed please find one (1) original and two (2) copies of the executed Articles of Incorporation for the Walter Thoms Fund, Inc., a Florida nonprofit corporation, and the registration fee of \$122.50. Any correspondence relating to this filing may be directed to the following address:

Kerry G. Shelby
c/o Kemp & Green, P.A.
P.O. Box 1529
Key West, Florida 33041-1529

If you have questions or require further information, please do not hesitate to call me at (305) 294-2581 as soon as possible.

Very Truly Yours,


Kerry G. Shelby Treasurer

W95.7428

634,615

KAN 4-6



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 6, 1995

KERRY G. SHELBY
C/O KEMP & GREEN P.A.
P.O. BOX 1529
KEY WEST, FL 33041-1529

SUBJECT: WALTER THOMS FUND, INC.
Ref. Number: W95000007428

We have received your document for WALTER THOMS FUND, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6915.

Kevin Nickens
Document Specialist

Letter Number: 995A00015686

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 APR 13 PM 3:14

ARTICLES OF INCORPORATION
OF
WALTER THOMS FUND, INC.

(A Florida Nonprofit Corporation)

We, the undersigned subscribers to these Articles of Incorporation, each a natural person, competent to contract, hereby associate ourselves together for the purpose of forming a nonprofit corporation under the laws of the State of Florida pursuant to the following Articles of Incorporation.

ARTICLE I
NAME OF CORPORATION

The name of the corporation shall be Walter Thoms Fund, Inc.

ARTICLE II
PURPOSE

The general purpose of the corporation shall be:

1. Acquire and administer funds and property, which after the payment of necessary expenses, shall be devoted exclusively to providing activities, social and educational events, and financial support to the disadvantaged youth of the community of Key West to the end that the community may better meet the needs and aspirations of young men and women, that all may learn and practice better ways of living together.

2. Solicit and accept gifts of money and property in order to carry out the purposes as set forth herein.

3. Sponsor and promote events and activities which are designed for the purpose of raising funds or acquiring property.

4. Hold property for the above named corporation for the use and benefit of the youth of the community, with the further authority to encumber and convey said property if such encumbrances and conveyance is deemed by the Directors to be of the best interest of the corporation.

5. To invest and re-invest funds and property that come into the possession of said corporation.

6. To bring individuals together who are interested in the needs and aspirations of the youth of the community.

7. The corporation shall be empowered to publish papers, pamphlets, books and magazines; acquire, rent, lease, hold, own, buy, convey, mortgage, bond, sell or assign property, real, personal or mixed, as the purpose of the corporation, whether expressed or implied, shall require; associate itself with other person, corporate or natural, for the purpose of becoming a member of, and in otherwise associate itself with other corporations or associations of a similar nature; collect dues, fees, rents, fines, subscriptions and other revenue to the advantage of the corporation and do and perform all such other acts and things, including those generally allowed by the laws of the State of Florida relative to nonprofit corporation, as now existing, or as the law may henceforth, as from time to time, be necessary or expedient in the exercise of any or all

of its corporate functions, power and rights for the benefit of the members and not for pecuniary profit.

8. Notwithstanding any other provisions of these articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Internal Revenue Code Section 501(c)(3) or the corresponding provision of any future Internal Revenue law.

ARTICLE III

TERM

The corporation shall have perpetual existence unless dissolved by action of the corporation.

ARTICLE IV

MEMBERSHIP

The corporation shall have a membership distinct from the board of directors. The membership shall constitute all persons as, from time to time hereafter, become members in the manner provided by the bylaws of this corporation.

ARTICLE V

SUBSCRIBERS

The names and residence addresses of the subscribers to these Articles of Incorporation are:

Ms. Carolyn Cash	2620 Fogarty Avenue Key West, Florida 33040
Ms. Cynthia Gooch	205-A Key West By the Sea Key West, Florida 33040
Ms. Phyllis Allen	1909 Patterson Avenue Key West, Florida 33040
Mr. Gib Peters	3434 Riviera Drive Key West, Florida 33040
Mr. Kerry Shelby	1611 Von Phister Street Key West, Florida 33040
Dr. Peter Fitzer	1306 Catherine Street Key West, Florida 33040
Mr. Walter Thoms	P.O. Box 1224 Key West, Florida 33040

ARTICLE VI
DIRECTORS

The affairs and business of this corporation shall be managed by a Board of Directors. the number of directors may be increased from time to time according to the bylaws, but shall never be less than three. The directors shall be elected and hold office in accordance with the bylaws. The names and residence addresses of the persons who are to serve as directors for the ensuing year, or until the first annual meeting of the corporation are as follows:

Ms. Carolyn Cash, President	2620 Fogarty Avenue Key West, Florida 33040
Ms. Cynthia Gooch, Vice-President	205-A Key West By the Sea Key West, Florida 33040
Ms. Phyllis Allen, Secretary	1909 Patterson Avenue Key West, Florida 33040
Mr. Gib Peters	3434 Riviera Drive Key West, Florida 33040
Mr. Kerry Shelby, Treasurer	1611 Von Phister Street Key West, Florida 33040
Dr. Peter Fitzer	1306 Catherine Street Key West, Florida 33040
Mr. Walter Thoms	P.O. Box 1224 Key West, Florida 33040

ARTICLE VII
BYLAWS

The bylaws of the corporation shall be made by the Board of Directors and may be amended, altered or rescinded by a majority vote of the Board of Directors present at any regular or special meeting called for that purpose.

ARTICLE VIII
AMENDMENTS

Amendments to these Article of Incorporation shall be adopted by a majority vote of the Board of Directors at any regular or special meeting call for that purpose. A majority vote of all directors present and entitled to vote at a duly constituted meeting of the Board of Directors called for that purpose shall be necessary to amend the Article of Incorporation.

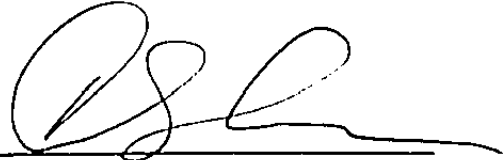
ARTICLE IX
RESIDENT AGENT

The address of the initial registered agent of the corporation is Mr. Kerry Shelby, 1611 Von Phister Street, Key West, Florida 33040. The principal office and mailing address of the Corporation shall be the same as that of the registered agent.

ARTICLE X
DISSOLUTION AND PROCEEDS

No person, firm, or corporation shall ever receive any dividends or profits from the undertaking of this corporation and upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Internal Revenue Code Section 501(c)(3), or to federal, state or local government or public purpose. None of the assets will be distributed to any member, officer, or director of the corporation.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged, and filed the aforesaid Articles of Incorporation under the laws of the State of Florida, this 21 day of March, 1995.




Ms. Carolyn Cash




Ms. Cynthia Gooch



Ms. Phyllis Allen



Mr. Gib Peters



Mr. Kerry Shelby



Dr. Peter Fitzer



Mr. Walter Thoms

STATE OF FLORIDA
COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 2nd day of March, 1995, by CAROLYN CASH, who is personally known to me or who has produced FL. D.L. # C200-117-39-01 as identification and who did not take an oath.

Laura A. Moran
Notary Public, Commission No.



STATE OF FLORIDA
COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 11th day of March, 1995, by CYNTHIA GOOCH, who is personally known to me or who has produced N/A as identification and who did not take an oath.

Laura A. Moran
Notary Public, Commission No.



STATE OF FLORIDA
COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 2nd day of March, 1995, by PHYLLIS ALLEN, who is personally known to me or who has produced FL. D.L. # A450-673-41-675 as identification and who did not take an oath.

Laura A. Moran
Notary Public, Commission No.



STATE OF FLORIDA
COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 23rd day of March, 1995, by GIB PETERS, who is personally known to me or who has produced FL D.L. # P367-281-36-130 as identification and who did not take an oath.

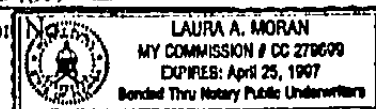
Laura A Moran
Notary Public, Commission No.



STATE OF FLORIDA
COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 24th day of March, 1995, by KERRY SHELBY, who is personally known to me or who has produced N/A as identification and who did not take an oath.

Laura A Moran
Notary Public, Commission No.



STATE OF FLORIDA
COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 24th day of March, 1995, by PETER FITZER, who is personally known to me or who has produced FL D.L. # F326-673-40-327-0 as identification and who did not take an oath.

Laura A. Moran
Notary Public, Commission No.



STATE OF FLORIDA
COUNTY OF MONROE

The foregoing instrument was acknowledged before me this day of March,
1995, by WALTER THOMS, who is personally known to me or who has produced
FL D.L. #T520-908-15-415 as identification and who did not
take an oath.

Laura A. Moran

Notary Public, Commission

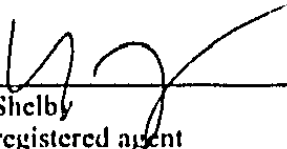


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DIVISION OF CORPORATIONS

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ACCEPTANCE BY THE REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent
for the Walter Thoms Fund, Inc.



Kerry Shelby
Initial registered agent

N95000001764

Kerry G. Shelby
1611 Von Plister Street
Key West, Florida 33040

FILED
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*****35.00 *****35.00

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input checked="" type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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ARTICLES OF DISSOLUTION

Pursuant to section 617.1401, Florida Statutes, this Florida nonprofit corporation submits the following Articles of Dissolution:

FIRST: The name of the corporation is Walter Thoms Fund, Inc.

SECOND: The articles of incorporation were filed on April 13 1995

THIRD: The corporation has not commenced to conduct its affairs

FOURTH: No debts of the corporation remain unpaid.

FIFTH: Adoption of dissolution (CHECK ONE)

☒ The dissolution was authorized by a majority of the directors:
OR

☐ There are no directors - dissolution was authorized by an incorporator or a majority of the incorporators.

Signed this 22 day of April, 19 96.

Signature [Signature]
(By the Chairman or Vice Chairman of the Board of Directors,
President or other officer if adopted by the directors
OR
By an incorporator if adopted by the incorporators.)

Kerry G. Shelby
Typed or printed name

Treasurer
Title

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53 APR 26 PM 5:53