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DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION  
NAME: THE WALKER FOUNDATION, INC.  
FAX AUDIT NUMBER: H98000007104  
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FLORIDA DEPARTMENT OF STATE  
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Secretary of State

May 21, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: THE WALKER FOUNDATION, INC.  
REF: W96000010797

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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) 487-6934.

Loria Poole  
Corporate Specialist

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF INCORPORATION OF

### THE WALKER FOUNDATION, INC. A Florida Nonprofit Corporation

THE UNDERSIGNED hereby associates himself for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida, providing for the formation, rights, privileges, immunities, and liabilities of corporations for nonprofit.

#### ARTICLE ONE

The name of the Corporation is: THE WALKER FOUNDATION, INC.

#### ARTICLE TWO

The address of the principal office of the corporation is Casa Casellas #12, 1616 Atlantic Boulevard, Key West, Florida 33040, and the mailing address of the corporation is Casa Casellas #12, 1616 Atlantic Boulevard, Key West, Florida 33040.

#### ARTICLE THREE

The term of existence of the Corporation is perpetual; and the corporate existence will commence on the filing of these Articles by the Department of State for the State of Florida.

#### ARTICLE FOUR

The purposes for which the Corporation is organized are:

- (1) To receive and maintain real or personal 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 purposes, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they may now exist or as they may hereafter be amended.

THIS INSTRUMENT PREPARED BY:  
John S. Bohatch, Esquire  
RICHMAN, GUTTENMACHER, BOHATCH & FUERST, P.A.  
19 West Flagler Street, 14th Floor  
Miami, Florida 33130  
Bar No. 509030

(305) 371-1522

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170(c)(2) of the Internal Revenue Code and the as they now exist or as they may hereafter be amended.

- (9) Upon the dissolution of the corporation, the Board of Directors shall, after paying all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Laws), as the Board of Directors may determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court 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 the Court shall determine, which are organized and operated exclusively for such purposes.
- (10) Pursuant to Section 617.0202 (d) of Florida Statutes, Directors are elected according to the terms of the Bylaws of the corporation.

#### ARTICLE FIVE

The names and street addresses of the initial Board of Directors of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Douglas G. Walker	Casa Casellas #12 1616 Atlantic Blvd. Key West, Florida 33040
Richard V. Boswell, Esquire	P. O. Box 389 Westminster, MD 21158
Thomas Matthews, C.P.A.	Suite 705, Heaven Plaza 1301 York Road Lutherville, MD 21093

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ARTICLE XIX

The name and residence address of the incorporator is:

NAME

ADDRESS

JOHN S. BOHATCH, ESQ.

19 W. Flagler Street, 14th Fl.  
Miami, Florida 33130

ARTICLE XXVII

The name and street address of the initial registered agent and registered office of this corporation is: JOHN S. BOHATCH, ESQ., 19 W. Flagler Street, 14th Floor, Miami, Florida 33130. However, this corporation may, from time to time, move the principal office to any other address in Florida, and shall have the right and power to transact business and establish offices within and without the State of Florida, and in foreign countries, as may be necessary or convenient.

IN WITNESS WHEREOF, I have subscribed my name this 22 day of May, 1996.

JOHN S. BOHATCH, ESQ., Incorporator

This instrument was prepared by JOHN S. BOHATCH, ESQ., whose address is Richman, Guttenmacher, Bohatch & Fuerst, P.A., 19 W. Flagler Street, 14th Floor, Miami, FL 33130.

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ACKNOWLEDGMENT

Having been named to accept service of process for the above corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
 JOHN B. BORATCH ESQ.  
 Registered Agent

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