3.30 PM PUBLIC ACCESS SYSTEM ELECTRONIC FIL PHONE: (305) 641-3694 FAX: (305) 841-3770 DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION NAME: THE WALKER FOUNDATION, INC. FAX AUDIT NUMBER: H96000007104 CURRENT STATUS: REQUESTED DATE REQUESTED: 05/20/1998 TIME REQUESTED: 15:38:30 CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0 NUMBER OF PAGES: 4 METHOD OF DELIVERY: FAX EBTIMATED CHARGE: 4122.50 ACCOUNT NUMBER: 072450003255 Noto: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page, Remember to type the Fax Audit number on the top and bottom of all pages of the document. (((H98000007104))) \*\* ENTER 'M' FOR MENU. \*\* ENTER BELECTION AND (CR): Help Fi Option Menu F2 NUM Connect: 00:22:04 50 1900 40 HOIS: 140 YHORS SENAY 12 YAN 38

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Sportary of State

May 21, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

BUBJECT: 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 latter, 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 FAX Aud. #: H96000007104 Letter Number: 296A00025192

# ARTICLES OF INCORPORATION

OF

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

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THE UNDERSTORED 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.

#### ANTICLE\_ONE

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

### ARTICLE TWO

The address of the principal office of the corporation is Casa Caselles #12, 1616 Atlantic Boulevard, Key West, Florida 33040, and the mailing address of the corporation is Case Caselles #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 ara:

To receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to us 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. Mohatch, Esquire RICHAM, GUTTENNACHER, BOMATCH & FUERGT, P.A. 19 West Flegler Street, 14th Floor Nimi, Florida 33130 Ber No. 509030 (305) 371.1522

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- No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director, Officer, or member of the corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation, and reasonable expenses may be paid thereto, affecting one or more of the corporation's purposes), and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall include the carrying on of otherwise attempting to influence propaganda, or otherwise attempting to influence legislation, and the corporation shall neither participato nor interveno (including the publication or distribution of mtatements) in any political campaign on behalf of any condidate for public office, at any time.
- (3) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
- (4) The corporation shall not engage in any act of selfdealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
- (5) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
- (6) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
- (7) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
- (8) 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) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may horeafter be amended, or by an organization, contributions to which are deductible under Section

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

- 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:

| NAME |
|------|
|------|

## ADDRESS

Douglas G. Walker

Casa Caselles #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, Heaver Plaza 1301 York Road Lutherville, MD 21093

## ARTICLE DIX

The name and residence address of the incorporator is:

NAME

ADDRESE

JOHN S. BOHATCH, HSQ.

19 W. Flagler Street, 14th Fl. Mismi, Florida 22130

## ARYICLE SEVEN

The name and street address of the initial registered agent and registered office of this corporation is: JOHN S. BOHATCH, ESQ., 19 W. Flegler Street, 14th Floor, Mismi, 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 WITHMAN WHEREOF, I have subscribed my name this ZZ duy

7000 0 9000000 6500

JOHN S. POHETCH, 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 Ploor, Miami, FL 33130.

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## ACKNOWLEDOWNERS.

Having been named to accept mervice 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 WOHATCH EBQ. Regingored Agent

96 MAY 22 PH 4: 58
SECRETARY OF STATE
TALLAHASSEE F. STATE

HROODDICK