

GRANT, FRIDKIN, PEARSON, ATHAN & CROWN, P.A.

Attorneys at Law

G. Helen Athan  
Todd L. Bradley\*  
Howard L. Crown\*  
Jeffrey D. Fridkin\*\*◇  
Richard C. Grant‡  
Mark W. McFall  
Thomas G. Norsworthy  
William M. Pearson†

Pelican Bay Corporate Centre  
5551 Ridgewood Drive, Suite 501  
Naples, Florida 34108

Tel. (941) 514-1000  
Fax (941) 514-0377

\* LL.M. (Tax)  
\*\* Bd Certified Business Litigation Attorney  
◇ Bd Certified Civil Trial Attorney  
‡ Bd Certified Real Estate Attorney  
† Bd Certified Wills, Trusts & Estates Attorney

**N 9800000 2172**

April 13, 1998

**FEDERAL EXPRESS**

State of Florida  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

500002488375--8  
-04/14/98-01071--003  
\*\*\*122.50 \*\*\*122.50

Re: William A. Peters, Sr. Family Foundation Inc.  
A Florida Not-For-Profit Corporation

**EFFECTIVE DATE**  
4-13-98

Gentlemen:

Enclosed herewith please find an original plus one (1) copy of the Articles of Incorporation for the above-referenced corporation. Please file the original and return the copy certified to me at your earliest convenience.

Enclosed please find our check in the amount of \$122.50 for the required filing fee.

If you have any questions or need additional information, please feel free to contact me.

Very truly yours,

GRANT, FRIDKIN, PEARSON,  
ATHAN & CROWN

*Howard L. Crown*

Howard L. Crown  
Attorney

98 APR 14 AM 9:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

Enclosures

cc: Mr. William A. Peters, Sr. (w/enclosure)

9N 4-16-98

**Articles Of Incorporation**  
**Of**  
**WILLIAM A. PETERS, SR. FAMILY FOUNDATION, INC.**  
**a Florida Not-For-Profit Corporation**

**FILED**  
98 APR 14 AM 9:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a not-for-profit corporation under Chapter 617 of the Florida Business Corporation Act, does hereby certify as follows:

ARTICLE I  
Corporate Name

**EFFECTIVE DATE**

4-13-98

The name of the Corporation is WILLIAM A. PETERS, SR. FAMILY FOUNDATION, INC.

ARTICLE II  
Corporate Address

The address of the principle office and the mailing address of the corporation is:

Grant, Fridkin, Pearson, Athan & Crown, P.A.  
5551 Ridgewood Drive, Suite 501  
Naples, Florida 34108

ARTICLE III  
Not For Profit

The Corporation is a not-for-profit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its members, trustees or officers, except to the extent permissible under law.

The Corporation shall be operated pursuant to the applicable provisions of IRS Publication 578-(1-89) Reference, as amended, including, but not limited to, the following special provisions

1. The corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

2. The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

3. The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

4. The corporation will not make any investments in a manner that would subject it to tax under section 4944 of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

5. The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or corresponding provisions of any later federal tax laws.

ARTICLE IV  
Corporate Purposes

The purposes for which the Corporation have been organized are as follows:

first annual meeting of the Board of Directors, and until their successors shall have been elected and qualify are as follows:

WILLIAM A. PETERS, Sr.  
2800 N. Palm Aire Drive, #306  
Pompano Beach, Florida 33069

HOWARD L. CROWN, ESQ.  
c/o Grant, Fridkin, Pearson, Athan & Crown, P.A.  
5551 Ridgewood Drive, Suite 501  
Naples, Florida 34108

WILLIAM A. PETERS, III  
c/o Kennedy Memorial Hospital  
18 East Laurel Road  
Stratford, New Jersey 08084

ARTICLE VII  
No Members

The Corporation shall not have Members and shall not issue membership certificates.

ARTICLE VIII  
Nonstock Basis

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

Article IX  
Commencement of Existence

The Corporation shall be deemed to commence on the date of execution of Articles of Incorporation.

ARTICLE X  
Duration

The duration of the corporation is perpetual.

A. To receive and administer funds and to operate exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) and Section 509 of the Internal Revenue Code of 1986, as amended, hereinafter the "Code."

B. To acquire, own, purchase, lease, dispose of and deal with real and personal property and interests, either absolutely or in trust therein and to apply gifts, grants, bequests, and devises and the proceeds thereto in furtherance of the purposes of the Corporation.

C. To do such things and perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by Section 501(c)(3) or 509, or other applicable sections of the Code, with all the power conferred on nonprofit corporations under the laws of the State of Florida.

#### Article V Limitation

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Trustees or Officers, but 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 IV hereof.

#### ARTICLE VI Election of Directors

The initial Board of Directors of the Corporation shall be comprised of three (3) persons. The Directors shall be elected annually, in accordance with the Bylaws. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall be no less than three (3) directors. The names and addresses of the initial Directors to hold office until the

ARTICLE XI  
Registered Office and Registered Agent

The street address of the initial registered office of the Corporation in the State of Florida shall be care of Grant, Fridkin, Pearson, Athan & Crown, P.A., Attorneys at Law, 5551 Ridgewood Drive, Suite 501, Naples, Florida 34108

The name of the initial registered agent of the Corporation at the registered office shall be TODD L. BRADLEY.

ARTICLE XII  
Dissolution

In the event of dissolution or termination pursuant to the applicable sections of the Code, which are incorporated by reference herein, including, but not limited to, Section 507 of the Code, the residual assets of the Corporation will be turned over to one or more organizations described in Section 501(c)(3), Section 507, Section 509, Section 170(c)(2) or any other qualified organization described under the Code.

ARTICLE XIII  
Incorporator

The name and address of the Incorporator of the Corporation is:

WILLIAM A. PETERS, SR.  
2800 North Palm Aire Drive, #306  
Pompano Beach, Florida 33069

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 13<sup>th</sup> day of April, 1998.

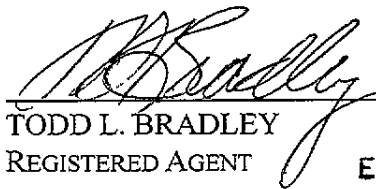
  
WILLIAM A. PETERS, SR.  
Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

**FOR**

**WILLIAM A. PETERS, SR. FAMILY FOUNDATION, INC.**

I, TODD L. BRADLEY, having signed the within as registered agent of WILLIAM A. PETERS, SR. FAMILY FOUNDATION, INC., (the "Corporation") at the registered address of Grant, Fridkin, Pearson, Athan & Crown, P.A., Attorneys at Law, 5551 Ridgewood Drive, Suite 501, Naples, Florida 34108, do hereby agree as registered agent to accept service of process, to keep an office of the Corporation open during the prescribed hours, and to post my name, and that any officer of the Corporation authorized to accept service of process at the above Florida designated address, in some conspicuous place in the office of the Corporation as required by law.

  
TODD L. BRADLEY  
REGISTERED AGENT

**EFFECTIVE DATE**

4-13-98

**FILED**  
98 APR 14 AM 9:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA