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C T CORPORATION SYSTEM

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, FL 32301 (850)222-1092  
City State Zip Phone

CORPORATION(S) NAME

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The Waygood Family Foundation, Inc.

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- ☐ Front  
☐ Not Profit  
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ARTICLES OF INCORPORATION OF  
THE WAYGOOD FAMILY FOUNDATION, INC.

Under Florida Statutes Chapter 617  
Corporations Not For Profit Law

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being a natural person of at least 18 years of age, acting as the sole incorporator of a charitable corporation under the Florida Corporations Not For Profit Law, hereby adopts the following Articles of Incorporation of such corporation:

1.     NAME.   The name of the proposed corporation is "The Waygood Family Foundation, Inc."
2.     PRINCIPAL OFFICE.   The corporation will have its principal place of business in the State of Florida with a mailing address at 4215 Caloosa Drive, Palmetto, Florida 34221.
3.     PURPOSES.   The corporation is organized and operated exclusively for the charitable , religious, literary, scientific and educational purposes as set forth in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") to be achieved through the distribution of its funds for such purposes with emphasis to be on promoting the health, development and well-being of children. In furtherance of such purposes, the corporation shall be empowered to make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.
4.     QUALIFICATIONS AND ELECTION OF DIRECTORS.   The corporation shall be managed by a board composed of no less than three nor more

than ten (10) directors, each director to be at least eighteen years of age.

5. INITIAL DIRECTORS. The names and street addresses of the initial directors of the corporation are as follows:

Name	Street Address
Carolyn R. Waygood	4215 Caloosa Drive Palmetto, Florida 34221
Robert J. Hierak	4215 Caloosa Drive Palmetto, Florida 34221
Charles M. Waygood	11620 5th Street East Treasure Island, Florida 33706

The initial directors shall hold office until the first annual meeting of the Directors, at which meeting an election of directors shall be held in the manner provided in the Bylaws of the Corporation.

6. DURATION. The corporation shall have perpetual existence.

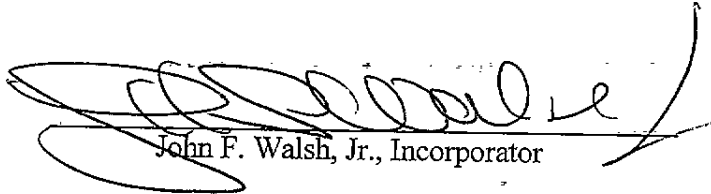
7. REGISTERED AGENT. John F. Walsh, Jr., whose address in Florida is c/o Whitman Breed Abbott & Morgan LLP, 220 Sunrise Avenue, Palm Beach, Florida 33480, is the registered agent of the corporation upon whom process against the corporation may be served.

8. CORPORATE POWERS. The corporation shall have the powers given to not for profit corporations under Section 617.0302 of Chapter 617 of the Florida Statutes.

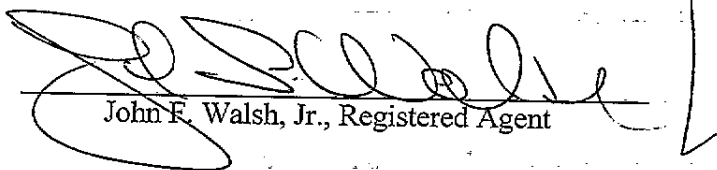
9. DISSOLUTION. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation

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 Code other than a private foundation defined in Section 509 of the Code as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Court having jurisdiction of the corporation of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Dated: November 16<sup>th</sup>, 1999.

  
John F. Walsh, Jr., Incorporator

Having been named as the registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
John F. Walsh, Jr., Registered Agent

STATE OF NEW YORK       )  
                                      : ss.:  
COUNTY OF NEW YORK    )

On November 16, 1999 before me, the undersigned, personally appeared JOHN F. WALSH, JR. personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument, and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Judi L. Silverstein  
Notary Public

**JUDI L. SILVERSTEIN**  
**Notary Public, State of New York**  
**No. 02SI4937690**  
**Qualified in Queens County**  
**Commission Expires June 20, 2002**