

**Electronic Articles of Incorporation
For**

P20000002154
FILED
December 30, 2019
Sec. Of State
tburch

W H BARNES FUND, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

W H BARNES FUND, INC.

Article II

The principal place of business address:

1817 GREENLEAF LANE
LEESBURG, FL. 34748

The mailing address of the corporation is:

1817 GREENLEAF LANE
LEESBURG, FL. 34748

Article III

The purpose for which this corporation is organized is:

FOR THE PURPOSE OF INVESTING IN QUALIFIED OPPORTUNITY ZONE
INVESTMENTS

Article IV

The number of shares the corporation is authorized to issue is:

6

Article V

The name and Florida street address of the registered agent is:

STEPHANIE J GALVIN ESQ.
1817 GREENLEAF LANE
LEESBURG, FL. 34748

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered Agent Signature: STEPHANIE GALVIN

Article VI

The name and address of the incorporator is:

WILLIAM BARNES
1817 GREENLEAF LANE

LEESBURG, FL 34748

Electronic Signature of Incorporator: WILLIAM BARNES

I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain "active" status.

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
WILLIAM H BARNES
1817 GREENLEAF LANE
LEESBURG, FL. 34748 US

Title: T
WILLIAM H BARNES
1817 GREENLEAF LANE
LEESBURG, FL. 34748 US

Title: S
WILLIAM H BARNES
1817 GREENLEAF LANE
LEESBURG, FL. 34748 US

Title: D
WILLIAM H BARNES
1817 GREENLEAF LANE
LEESBURG, FL. 34748 US

Article VIII

The effective date for this corporation shall be:

12/30/2019