

P 97000105378

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Diversified Worldwide Aid Enterprises, Inc. ✓ ✓  
(Proposed corporation name – must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for \$131.24 for Filing Fee, Certified Copy, and Certificate.

FROM: Aaron Givens, Ph.D., President & CEO  
Name (Printed or typed)

Address  
2053 Sussex Drive South  
Orange Park, FL 32073  
Telephone: (904) 264-8321

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

December 3, 1997

AARON GIVENS PH D  
2053 SUSSEX DR SOUTH  
ORANGE PARK, FL 32073

SUBJECT: DIVERSIFIED WORLDWIDE AID ENTERPRISES, INC. (DWAE, INC.)

Ref. Number: W97000027025

We have received your document for DIVERSIFIED WORLDWIDE AID ENTERPRISES, INC. (DWAE, INC.) and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

Corporations may file using only the corporate name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing the enclosed application and submitting the appropriate fees to this office.

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of 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 (850) 487-6904.

Freida Chesser  
Corporate Specialist

Letter Number: 197A00057189

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
NAME AND OFFICES

**Section 1. Name:** The name of this Corporation shall be Diversified Worldwide Aid Enterprises, Inc.

**Section 2. Offices:** The registered office of the Corporation shall be 2053 Sussex Drive South, Orange Park, Florida 32073. The Corporation may have such other offices, either within or without the United States as the Board of Directors may designate or as the business of the corporation may from time to time require.

**Section 3. Resident Agent:** Until otherwise indicated by the Corporation, the Registered Agent is **Dr. Aaron Givens, Ph.D.**, whose address is 2053 Sussex Drive South, Orange Park, Florida 32073.

ARTICLE II  
DEFINITION, PURPOSE, AND MEMBERSHIP

**Section 1. Definition:** Diversified Worldwide Aid Enterprises, Inc. is a for profit Corporation created for both specific and general purposes.

**Section 2. General Purposes:** The general purposes for which Diversified Worldwide Aid Enterprises, Inc. was created are to (1) contribute to the growth and development of the community, (2) serve humanity, (3) help students develop knowledge and skills through the attainment of academic degrees from higher education institutions, (4) accumulate capital for investment purposes, (5) help each member or shareholder attain financial independence, (6) contribute to the development of the global economy, and (7) give back to the community through job creation, affordable housing, and philanthropic and charitable contributions.

**Section 3. Specific Purposes:** The specific purposes for which Diversified Worldwide Enterprises, Inc. was created are as follows:

- a. To train, educate, and develop students to acquire knowledge of self and the world of work, practice openness in communication, learn and practice systems thinking, develop and apply problem solving skills to personal and work-related problems, understand management principles, achieve literacy in technology, develop confidence and knowledge to act and lead, and develop a deep commitment to inquiry and continuous learning.
- b. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
- c. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

d. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

e. To engage generally in the real estate business, as principal, agent, broker, or in any other lawful capacity and generally to take, lease, purchase, or otherwise acquire, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, clear, improve, develop, divide, and otherwise handle, manage, operate, buildings or other works and any interest or right therein; and take, lease, purchase or otherwise acquire, and to own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of such personal property, chattels, rights, easements, privileges, choses in action, notes, bonds, mortgages, and securities as may be acquired, held, or disposed of.

f. To erect, construct, maintain, improve, rebuild, enlarge, alter, manage, and control, directly or through ownership or stock in any corporation, any and all kinds of buildings, houses, stores, offices, shops, warehouses, factories, mills, machinery, and plants, and any and all other structures and erections which may in the judgment of the Board of Directors, at any time be necessary, useful, or advantageous, for the purposes of the corporation, and which can lawfully be done.

g. To make, enter into, perform and carry out contracts for constructing, building, altering, improving repairing, decorating, maintaining, furnishing, and fitting up buildings, tenements, and structures of every description, and to advance money to and enter into agreements of all kinds with builders, contractors, property owners, and others.

h. To acquire by purchase, lease, gift, devise, or otherwise, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, improve, develop, divide and otherwise handle, deal in and dispose of real estate, real property and any interest or right in it, whether as principal, agent, holder, or otherwise.

i. To manage, operate, service, equip, furnish, alter, and keep in repair dwellings, apartments houses hotels, office buildings and real and personal property of every kind, nature and description, whether as principal, agent, broker, or otherwise, and generally to do anything and everything necessary and proper and to the extent permitted by law in connection with the business of managing and operating real and personal property of any and all kinds.

j. To lend money or make advances from time to time to such extent, to such borrowers, on such terms and on such security, if any, as the Board of Directors of the corporation may determine.

k. To purchase, exchange, hire, or otherwise acquire such personal property, chattels, rights, easements, permits, privileges, and franchises as may lawfully be purchased, exchanged, hired, or acquired.

l. To borrow money for its corporate purposes, and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures or other obligations from time to time, for the purchase of property or for any purpose in or about the business of the corporation, and, if deemed proper, to secure the payments of any such obligations by mortgage, pledge, deed of trust, or otherwise.

m. To underwrite purchase, acquire, hold, pledge, exchange, sell deal in and dispose of, alone or in syndicates or otherwise in conjunction with others, stocks, bonds and other evidences of indebtedness and obligations of any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, and evidences or any interest in respect of any such stocks, bonds and other evidences of indebtedness and obligations; to issue and, while the owner or holder of any such, to exercise all the rights powers and privileges of ownership in respect thereof; and, to the extent now or hereafter permitted by law, to aid by loan,

subsidy, guaranty or otherwise those issuing, creating or responsible for any such stocks, bonds, or other evidences of indebtedness or obligations or evidences of any interest in respect thereof.

n. To purchase hold, sell, transfer, reissue or cancel the shares of its own capital stock or any securities or other obligations of the corporation in the manner and to the extent now or hereafter permitted to corporations; provided, that the corporation shall not use its funds or other assets for the purchase of its own shares of stock when such use would cause any impairment of the capital of the corporation, except as otherwise permitted by law, and provided further, that shares of its own capital stock belonging to the corporation shall not be voted upon directly or indirectly.

o. To apply for, purchase, register, or in any manner acquire, and to hold own, use, operate and introduce, and to sell, lease, assign, pledge, or in any manner dispose of, and in any manner deal with patents, patent rights, licenses copyrights, trade-marks, trade names, and to acquire, own, use or in any manner dispose of any and all inventions, improvements and processes, labels, designs, brands, or other rights, and to work, operate, or develop the same, and to carry on any similar business, manufacturing or otherwise, which may directly or indirectly, effectuate these objects or any of them.

p. To acquire and to take over as a going concern and then to carry on the business of any person, firm, or corporation engaged in any business which this corporation is authorized to carry, and in connection with such to acquire the goodwill and all or any of the assets and to assume or otherwise provide for all or any of the liabilities of any such business.

q. To carry on business at any place or places within the jurisdiction of the United States and in any and all foreign countries, and to purchase, hold, mortgage, convey, lease, or otherwise dispose of and deal with real and personal property at any such place or places.

r. To undertake, contract for, or carry on any business incidental to or in aid of, or advantageous in pursuance or, any of the objects or purposes of the corporation.

s. To do any of the things enumerated above for itself or for others and to make and perform contracts for doing any part thereof.

t. To enter into, make, perform, and carry out contracts of every sort and kind which may be necessary or convenient for the business of this corporation, or business of a similar nature, which any person corporation, private, public or municipal, body politic under the government of the United States or any state, territory or colony thereof, or any foreign government, so far as and to the extent that the same may be done and performed by corporations.

u. To help improve the global community and economy by creating jobs, providing affordable housing, and making charitable and philanthropic contributions to civic and community organizations.

v. To do all and everything necessary, suitable, or proper for the accomplishment of any of the purposes, the attainment of any of the objects or the furtherance of any of the powers herein before set forth, either alone or in connection with other corporation, firms or individuals and either as principals, or agents, and to do every other acts or acts, thing or things, incidental or appurtenant to or growing out of or connected with aforesaid objects, purposes or powers or any of them.

**Section 4. Membership:** The membership of Diversified Worldwide Aid Enterprises, Inc. shall consist of four individuals unless decided otherwise by a majority of the membership. The four individuals are:

**Emilia Gillett, M.A.**

P.O. Box 1365 Orange Park, FL 32065  
(904) 269-9553 (Hm)  
(904) 269-9553 (Fax)

**Aaron Givens, Ph.D.**

2053 Sussex Drive South  
Orange Park, FL 32073  
(904) 264-8321 (Hm)  
(904) 215-1135 (Fax)

**Warren A. Hodge, Ph.D.**

P.O. Box 1365  
Orange Park, FL 32065  
(904) 269-9553 (Hm)  
(904) 269-9553 (Fax)

**Diane Paulin**

2053 Sussex Drive South  
Orange Park, FL 32073  
(904) 264-8321 (Hm)  
(904) 215-1135 (Fax)

### ARTICLE III SHARES

**Section 1. Shares:** The total number of shares, which the Corporation shall have authority to issue, is **ten thousand (10,000) shares**, all of which shall be without nominal or par value. There shall be one class of common stock, each with a **\$ .10 par value**.

### ARTICLE IV BOARD OF DIRECTORS

**Section 1. Number:** This corporation shall be managed by no more than (4) directors. All shareholders shall compose the Board of Directors. The number of Directors and shareholders may be increased by amendment to these articles.

**Section 2. Functions:** All corporate powers shall be exercised by or under the authority of a Board of Directors. The business and affairs of the Corporation shall be managed under the direction of the Board of Directors, which shall be the chief policy making body of this corporation. Members of the Board of Directors shall elect a Chair and Vice Chair. The Chair shall preside at all Meetings of the Board of Directors. The Vice-Chair shall preside at meetings of the Board in the absence of the Chair, and where circumstances cause the Chairperson to vacate the chair.

**Section 3. Qualifications:** Directors need not be residents of the United States, but must be shareholders in the Corporation.

**Section 4. Compensation:** The Board of Directors shall have authority to determine the compensation of the Chairman or any officer when the Board deems compensation necessary.

**Section 5. Duties of Directors:** A Director shall, in good faith, perform duties as a director, including duties as a member of any committee of the Board upon which he/she may serve; and in a manner he reasonably believes to be in the best interests of the corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances.

In performing duties, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

(a) officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented,

(b) counsel, public accountants or other persons as to matters which the director reasonably believes to be within such person's professional or expert competence, or

(c) a committee of the board, duly designated in accordance with a provision of the articles of incorporation or the by-laws.

A director shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause such reliance described above to be unwarranted.

A director who performs duties in compliance with this section shall have no liability by reason of being or having been a director of the corporation.

**Section 6. Presumption of Assent:** A director of the Corporation who is present at a meeting of its directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless he votes against such action or abstains from voting in respect thereto because of an asserted conflict of interest.

**Section 7. Election and Term:** At the first annual meeting of the Directors (shareholders), which shall take place during December, but not later than March 1, and at each annual or biannual meeting thereafter, the Directors (shareholders) shall elect a chairman. The chair shall hold office until a successor or shall have been elected or until resignation, removal from office or death.

**Section 8. Vacancies:** Any vacancy occurring in the Board of Directors, including any vacancy created by reason of a decrease in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors.

**Section 9. Removal of Directors:** At a meeting of directors (shareholders) called expressly for that purpose, any director may be removed, when in the best interest of the corporation a majority of the remaining directors (shareholders) deem removal necessary. However, such removal shall be without prejudice to the contract or director's rights.

**Section 10. Quorum & Voting:** A majority of the number of directors fixed by these articles shall constitute a quorum for the transaction of business. The act of the majority of directors present (either in person or via telephone), at a meeting at which a quorum is present shall be the act of the Board of Directors.

**Section 11. Regular Meetings:** A regular meeting of the Directors shall be held in December of each year. Members of the Board of Directors may participate in a regular meeting of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at meeting.

**Section 12. Special Meetings:** Special Meetings of the Directors may be called by the Chairman or by a majority of the directors. The person or persons authorized to call a special meeting of the directors may fix the place for holding any special meeting of the directors called by them. Members of the Board of Directors may participate in a special meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

***Subsection 12.1. Emergency Meetings:*** Emergency meetings of the directors may be called by the Chairman or by a majority of the directors. The person or persons authorized to call an emergency meeting of the directors may fix the place for holding any emergency meeting of the directors called by them. Members of the Board of Directors may participate in an emergency meeting of the Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

**Section 13. Notice:** Written notice of the time and place of Special Meeting(s) of Directors shall be given to each director either by personal delivery or by mail, telegram or cablegram at least five days before the meeting. Notice need not be given to any director who signs a waiver of notice either before or after the meeting. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened. The business to be transacted and the purpose of any special meeting of the directors shall be specified in the written waiver of notice.

***Subsection 13.1. Notice of Emergency Meetings:*** Notice of the time and place of Emergency Meetings of Directors shall be given to each director either by personal delivery, telegram or cablegram at least twenty-four (24) hours before the meeting. Emergency notice need not be given to any director who signs a waiver of notice either before or after the meeting. Attendance of a director at an emergency meeting shall constitute a waiver of notice of such meeting and waiver of any and all objections to the place of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened. The business to be transacted or the purpose of any emergency meeting of the directors shall be specified in the written waiver of notice. Written confirmation of the meeting shall be presented to each Director at the time and place of the meeting.



**Section 14. Action Without a Meeting:** Any action required to be taken at a meeting of the directors of a corporation, on any action which may be taken at a meeting of the directors or a committee thereof, may be taken without a meeting if consent in writing, setting forth the action to be taken, signed by all of the directors, or all the members of the committee, as the case may be, is filed in the minutes or the proceedings of the board or of the committee. Such consent shall have the same effect as a unanimous vote.

## **ARTICLE V OFFICERS**

**Section 1. Officers:** The officers of this corporation shall be the President, Vice President, Secretary, and Treasurer, each of whom shall be elected by the Board of Directors at its annual meeting in December. These three individuals shall comprise the Executive Committee. The same person may hold any two or more offices. Each officer shall hold office until his successor shall have been duly elected and appointed by the Board of Directors.

**Section 2. Duties of Officers:** The officers of this corporation shall have the following duties and any other duties specified by the Board of Directors:

1. **THE PRESIDENT/CEO** shall be the chief executive officer of the corporation, shall have general" and active" management of the business and affairs of the corporation subject to the directions of the Board of Directors and shall preside at all executive committee meetings. The President shall also serve as Executive Secretary to the Board of Directors.

2. **THE VICE PRESIDENT** shall be an executive officer and preside at meetings of the corporation in the President's absence, and where circumstances cause the President to vacate the office. When the Vice President is presiding, he or she shall assume all the duties, responsibilities, and rights of President.

3. **THE SECRETARY** shall be responsible for the minutes, correspondence, and records of the corporation; shall mail all notices of meetings of the Board of Directors and Executive Committee; and shall perform such other duties as may be prescribed by the Board of Directors, the President, and the Vice President.

4. **THE TREASURER** shall have custody of, and maintain all corporate funds and financial records; shall mail copies of financial statements to each shareholder quarterly; shall keep full and accurate accounts of receipts and disbursements and render accounts thereof at the annual and special meetings of the Board of Directors (shareholders) and Executive Committee.

**Section 3. Removal:** The Board of Directors shall remove any officer or agent whenever in their judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract or shareholder's rights, if any, of the person so removed.

## ARTICLE VI STANDING AND AD HOC COMMITTEES

**Section 1. Selection of Standing Committees:** Standing and Ad Hoc Committees may be established by the Board of Directors as needed to further the purpose of the Corporation. The Board, by resolution, may designate one or more directors as alternate members of any such committee, who may act in the place and stead of any absent member or members at any meeting of such committee having a quorum. The Chairman of each committee, except the Executive Committee, shall be chosen by a majority of the members of the committee.

**Section 2. The Executive Committee:** The Directors, by resolution adopted by a majority of the full Board of Directors, shall designate an executive committee that shall serve at the pleasure of the Board. The composition of the Executive Committee shall include President, Vice President, Secretary, and Treasurer. Regular meetings of the Executive Committee shall be held as many times as necessary to conduct the business of the Corporation, but no fewer than four (4) times a year. The President shall call and preside over all Executive Committee Meetings. Emergency meetings of the Executive Committee shall also be called by the President or Chairman of the Board of Directors or upon the direction of the majority of the Board of Directors.

**Section 3. Financial Committee:** A financial committee shall be established by the Board of Directors to study and review fund raising possibilities in the name of and for the benefit of the corporation. The Executive Committee subject to approval from the Board of Directors will specify the membership, duties, and responsibilities of this committee.

## ARTICLE VII CERTIFICATE FOR SHARES

**Section 1. Issuance:** Every holder of shares in this corporation shall be entitled to have a certificate, representing all shares to which he is entitled. No certificate shall be issued for any share until such share is fully paid.

**Section 2. Form:** Certificates representing shares of the corporation shall be signed by the President and Secretary or by such other officers authorized by the Board of Directors under the laws of the State of Florida and the United States of America, and may be sealed with the seal of the corporation or a facsimile thereof. All certificates shall be consecutively numbered or otherwise identified. All certificates representing shares shall state upon the face thereof: The name of the corporation; that the corporation is organized under the laws of the Florida; the name of the person or persons to whom issued; the number and class of shares and designation of series, if any, which such certificate represents; the par value of each share represented by such certificate or a statement that the shares are without par value.

**Section 3. Lost, Stolen or Destroyed Certificates:** The corporation shall issue a new stock certificate in place of any certificate previously issued if the holder or record of the certificate (a) makes proof in affidavit form that it has been lost, destroyed or wrongfully taken; (b) gives bond in

such form as the corporation may direct, to indemnify the corporation, the transfer agent, and registrar against any claim that may be made on account of the alleged loss, destruction, or theft of a certificate; and (c) satisfies any other reasonable requirements imposed by the corporation.

**Section 4. Transfer of Shares:** Upon surrender to the corporation or the transfer agent of the corporation of a certificate for shares fully endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, it shall be the duty of the corporation to issue a new certificate to the person entitled thereto, and cancel the old certificate; every such transfer shall be entered on the transfer book of the corporation which shall be kept at its principal office. The corporation shall issue a new stock certificate in place of any certificate previously issued if the holder of record of the certificate requests the issue of a new certificate before the corporation has notice that the certificate has been acquired by a purchaser for value in good faith and without notice of any adverse claim.

The corporation shall be entitled to treat the holder of record on any share as the holder in fact thereof, and accordingly, shall not be bound to recognize any equitable or other claim to or interest in such share on the part of any other person whether or not it shall have express or other notice thereof, except as expressly provided by the laws of the State of Florida. In the event a shareholder wishes to sell his/her shares in the corporation, members of the corporation shall have first rights of refusal. A shareholder may sell his/her shares to any individual shareholder or groups of shareholders.

## **ARTICLE VIII MEETING OF THE SHAREHOLDERS**

**Section 1. Annual Meeting:** There shall be an annual meeting of the shareholders of this corporation. A simple majority shall constitute a quorum. Business transacted at the annual meeting shall include the election of officers of the cooperation. The Chairman of the Board shall preside at the annual meeting of the shareholders.

**Section 2. Special Meetings:** Special meetings of the shareholders shall be held when directed by the Board of Directors, the President, or when requested in writing by the holders of not less than ten percent of all the shares entitled to vote at the meeting. A meeting requested by shareholders shall be called for a date not less than 14 and no more than sixty days after the request is made, unless the shareholders requesting the meeting designate a later date. The call for the meeting shall be issued by the Secretary, unless the Board of Directors, the President, or shareholders requesting the meeting shall designate another person to do so.

**Section 3. Place:** Meetings of shareholders may be held within or outside the United States. If no designation is made, the place of the meeting shall be the registered office of the corporation.

**Section 4. Notice:** Written certified notice--with return receipt requested--setting the place, day and hour of the meeting and, in the case of a special meeting, the purpose for which the meeting is called, shall be delivered not less than 14 and no more than sixty days before the meeting, either personally or by first class mail, by or at the direction of the President, the Secretary, or the officer or persons calling the meeting to each shareholder of record entitled to vote at such meeting. If

mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the shareholder at his address as it appears on the stock transfer books of the corporation, with postage thereon prepaid.

**Section 5. Notice of Adjourned Meetings:** When a meeting is adjourned to another place or time, it shall not be necessary to give any notice of the adjourned meeting if the place and time to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and at the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting. If, however after the adjournment the Board of Directors fixes a new record date for the adjourned meeting, a notice of the adjourned meeting shall be given as provided in this section to each shareholder of record on the new record date entitled to vote at such meeting.

**Section 6. Closing of Transfer Books and Fixing Record Date:** For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or any adjournment thereof, or entitled to receive payment of any dividend, or in order to make a determination of shareholders for any other purpose, the Board of Directors may provide that the stock transfer books shall be closed for a stated period not to exceed, in any case, sixty days. If the stock transfer books shall be closed for the purpose of determining shareholders entitled to notice or to vote at a meeting of shareholders, such books shall be closed for at least 14 days immediately preceding such meeting.

In lieu of closing the stock transfer book, the Board of Directors may fix in advance a date as the record date for any determination of shareholders, such date in any case to be not more than sixty days and, in case of the meeting of shareholders, not less than 14 days prior to the date on which the particular action requiring such determination of shareholders is to be taken.

If the stock transfer books are not closed and no record date is fixed for determination of shareholders entitled to notice or to vote at a meeting of shareholders, or shareholders entitled to receive payment of a dividend, the date on which notice of the meeting is mailed or the date on which the resolution of the Board of Directors declaring such dividend is adopted, as the case may be, shall be the record date for such determination of shareholders.

When a determination of shareholders entitled to vote at any meeting of shareholders has been made as provided in this section, such determination shall apply to any adjournment thereof, unless the Board of Directors fixes a new record date for the adjourned meeting.

**Section 7. Voting Record:** The officers or agent having charge of the stock transfer books for shares of the corporation shall make, at least 14 days before each meeting of the shareholders, a complete list of the shareholders entitled to vote at such meetings or any adjournment thereof, with the address of and the number and class and series, if any, of shares held by each. The list, for a period of ten days prior to such meeting, shall be kept on file at the registered office of the corporation, at the principal place of business of the corporation or at the office of the transfer agent or registrar of the corporation and any shareholder shall be entitled to inspect the list at any time during usual business hours. The list shall also be produced and kept open at the time and place of the meeting and shall be subjected to the inspection of any shareholder at any time during the meeting.

If the requirements of this section have not been substantially complied with, the meeting on demand of any shareholder in person or by proxy, shall be adjourned until the requirements are complied with. If no such demand is made, failure to comply with the requirements of this section shall not affect the validity of any action taken at such meeting.

**Section 8. Shareholder Quorum and Voting:** A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. When a specified item of business is required to be voted on a class or series shall constitute a quorum for the transaction of such item of business by the class or series.

If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders unless otherwise provided by law.

After a quorum has been established at a shareholders' meeting, the subsequent withdrawal of shareholders, so as to reduce the number of shareholders entitled to vote at the meeting below the number required for a quorum, shall not affect the validity of any action taken at a the meeting or any adjournment thereof.

**Section 9. Voting of Shares:** Each shareholder entitled to vote in accordance with the terms and provisions of the Articles of Incorporation and these Bylaws, shall be entitled to one vote for each share of stock owned by each shareholder. All other requirements as to voting trusts and shareholders' agreements shall be in accordance with the laws of Florida.

**Section 10. Proxies :** Every shareholder entitled to vote at a meeting of shareholders or to express consent or dissent without a meeting or shareholders' duly authorized attorney-in-fact, may authorize another person or persons to act for him by proxy.

The shareholder or his attorney-in-fact must sign every proxy. No proxy shall be valid after the expiration of eleven months from the date thereof unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the shareholder executing it, except as otherwise provided by law.

The authority of the holder of a proxy to act shall not be revoked by the incompetence or death of the shareholder who executed the proxy unless, before the authority is exercised, written notice of an adjudication of such incompetence or of such death is received by the corporation officer responsible for maintaining the list of shareholders.

If a proxy for the same shares confers authority upon two or more persons and does not otherwise provide, a majority of them present at the meeting, or if only one is present then that one, may exercise all the powers conferred by the proxy; but if the proxy holders present at the meeting are equally divided as to the right and manner of voting in any particular case, the voting of such shares shall be prorated

If a proxy expressly provides, any proxy holder may appoint in writing a substitute to act in his or her place.

**Section 11. Action by Shareholders Without a Meeting:** Any action required by law, these bylaws, or the Articles of Incorporation of this corporation to be taken at any annual or special meeting of shareholders of the corporation, or any action which may be taken at any or special meeting of the shareholders, may be taken without a meeting, without prior notice and without

a vote, if consent in writing, setting forth the action to be taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. If any class of shares is entitled to vote thereon as a class, such written consent shall be required of the holders of a majority of the shares of each class of shares entitled to vote as a class thereon and of the total shares entitled to vote thereon.

Within 14 days after obtaining such authorization by written consent, notice shall be given to those shareholders who have not consented in writing. The notice shall fairly summarize the material features of the authorized action and, if the action be merger, consolidation or sale or exchange of assets for which dissenters rights are provided under this act, the notice shall contain a clear statement of the right of shareholders dissenting therefrom to be paid the fair value of the shares upon compliance with further provisions of this act regarding the rights of dissenting shareholders.

## ARTICLE IX BOOKS AND RECORDS

**Section 1. Books and Records:** This corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its Board of Directors (shareholders), Executive Committee, standing and ad hoc committee meetings upon the terms and conditions provided by law.

**Section 2. Audit of Financial Records:** All financial records and accounts owned by this DAWE, Inc. shall be audited when a majority of the Board of Directors (shareholders) deems an audit necessary. At such time, the audit shall be conducted by independent auditor(s) not associated with this corporation. The auditor(s) shall be selected and hired by the Board of Directors.

## ARTICLE X RULES OF ORDER

**Section 1. Rules:** The most recent version of Robert's Rules of Order shall be the parliamentary authority for all proceedings of the Corporation, unless otherwise specified in the Bylaws.

## ARTICLE XI AMENDMENTS

**Section 1. Procedure:** These articles may be amended by affirmative votes of two-thirds (2/3) of the shareholders in the Corporation at any duly called meeting of the Directors (shareholders). Written notice of any proposed amendments shall be sent to all members no later than fifteen (15) working days prior to the date of the meeting at which the proposed amendment shall be considered.

## ARTICLE XII DISSOLUTION

**Section 1. Dissolving the Corporation:** In the event that this Corporation is dissolved, unobligated assets shall be returned to the shareholders.

IN WITNESS THEREOF, we, the undersigned being all of the Incorporators herein before named, **DO HEREBY CERTIFY** personally or by **LEGAL POWER OF ATTORNEY** that the facts hereinabove stated are truly set forth and have hereunto set our respective names and seals at **ORANGE PARK, FLORIDA**, this 26 day of NOVEMBER, 1997.

IN WITNESS:

Adeline Dora  
Adeline Dora  
Adeline Dora  
Adeline Dora

Ell Gillett  
EMILIA M. GILLETT, M.A.  
Aaron Givens  
AARON GIVENS, Ph.D.  
Warren A. Hodge  
WARREN A. HODGE, Ph.D.  
Diane Paulin  
DIANE PAULIN

FILED  
97 DEC 15 AM 8:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA,  
COUNTY OF CLAY) SS.:

On this \_\_\_\_\_ day of \_\_\_\_\_, 1997, the undersigned authority, personally or by **LEGAL POWER OF ATTORNEY**, came and appeared

Ell Gillett  
EMILIA M. GILLETT, M.A.  
Aaron Givens  
AARON GIVENS, Ph.D.  
Warren A. Hodge  
WARREN A. HODGE, Ph.D.  
Diane Paulin  
DIANE PAULIN

to be well known and known to be the individuals described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same for the purpose therein expressed.

WITNESS my hand and official seal at **CLAY COUNTY, FLORIDA** this 26<sup>th</sup> day of November 1997.

Patricia A. Royland  
NOTARY PUBLIC



Patricia A. Royland  
MY COMMISSION # CC616212 EXPIRES  
April 26, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.