

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

Presidents Project, Inc.

(a non profit Florida Corporation)

Pursuant to Section 617.1007 of the Florida Business Corporation Act, Presidents Project, Inc. hereby adopts the following Amended and Restated Articles of Incorporation as approved by the Board of Directors on February 17, 2013:

Articles of Incorporation of Presidents Project, Inc.

The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Florida, do hereby certify:

Article I **The Name of the Corporation shall be Presidents Project, Inc.**

Article II **The place in this state where the principal or registered office of Presidents Project, Inc. is to be located in Seminole County of the state of Florida at 1853 Linden Road, 32792.**

Article III **Purpose:** Said corporation is organized to present performances of shows by *Presidents and Their First Ladies, dramatically speaking* and the making of distributions of the profits from said shows to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code whose focus is assisting wounded soldiers.

Article IV **Members:** At this time we do not anticipate other members except the Board of Directors.

Article V **Directors:** The original Board of Directors will be selected by the incorporator, William Wills. Subsequent Board members will be chosen by the Board of Directors by a 2/3 vote.

Article VI **Registered Agent:** The register agent will be William P. Wills, who resides in the State of Florida and is an original member of the Board of Directors.

Article VII **The names and addresses of the persons who are the initial directors of the Corporation are as follows:**

William P. Wills, 1853 Linden Road, Winter Park, FL 32792, CDPT

Mercita S. Wills, 1853 Linden Road, Winter Park, FL 32792 DS

Daniel P. Wills, PO Box 5, Ocean City, MD 21843 D

Article VIII No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, members or other private persons and no director or officer shall receive any compensation including William and Sue Wills in their capacity of performing the Presidents and First Ladies shows, except for travel and lodging. No substantial part of the activities of the corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article IX Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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 said Court shall determine, which are organized and operated exclusively for such purposes.

Article X **Incorporator:** . William P. Wills,

Restated Articles of Incorporation were approved by the Board of Directors on February 17, 2013

Submitted by

Signed by,

Mercita S. Wills

William P. Wills

Secretary

Chairman and President