

N05000006640

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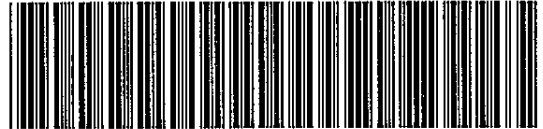
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

T. Smith NOV 04 2005

*Smith*

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DAVID T. WHITE III  
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PAUL N. WHITE-DAVIS

September 22, 2005

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

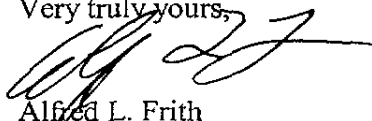
RE: The Toby Hall Foundation, LLC

Dear Sir or Madam:

Enclosed please find the original Amended Articles of Incorporation for The Toby Hall Foundation, LLC. In order to obtain tax-exempt status from the IRS, I need a certification of filing. Could you please provide me with a certification of filing for this document as well as the original Articles of Incorporation? I am enclosing a check in the amount of \$52.50 representing the amendment fee and the fee to obtain the certification of filing for both the original Articles of Incorporation and the Amended Articles of Incorporation.

Thanking you in advance for your consideration, I am

Very truly yours,



Alfred L. Frith

ALF/lde  
Enclosures



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

September 28, 2005

RISSMAN, WEISBERG, BARRETT, HURT, DONAHUE  
201 E FINE ST  
15 FLOOR  
ORLANDO, FL 32802-4940

**COPY**

SUBJECT: THE TOBY HALL FOUNDATION, INC.  
Ref. Number: N05000006640

We have received your document for THE TOBY HALL FOUNDATION, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return 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) 245-6927.

Tracy Smith  
Document Specialist

Letter Number: 305A00059156

RECEIVED  
05 NOV -3 AM 8:00  
DIVISION OF CORPORATIONS

**AMENDED ARTICLES OF INCORPORATION  
OF  
THE TOBY HALL FOUNDATION, INC.**

**FILED**  
05 NOV -3 PM 1:22  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

The name of the corporation is:

**THE TOBY HALL FOUNDATION, INC.**

**ARTICLE II**

The principal place of business address:

**17209 Journey's End Drive  
Odessa, FL 33556**

The mailing address of the corporation is:

**17209 Journey's End Drive  
Odessa, FL 33556**

**ARTICLE III**

This specific purpose for which this corporation is organized is:

**To raise money to make charitable contributions to established charitable organizations and to acquire land that will be donated to the public to benefit children and to make any other lawful charitable contributions or donations; to receive contributions and pay them over to organizations that are described in Section 501(c)(3) and exempt from taxation under Section 501(a).**

**The organization is organized exclusively for charitable, religious, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding Section of any future Federal Tax Code.**

**No part of the organizations' net earnings shall inure to the benefit of private shareholders or individuals.**

The organization will not attempt to influence legislation or participate to any extent in a political campaign for or against any candidate for public office.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that 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 III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in [including the publication and 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 IV.**

The manner in which directors are elected or appointed is:

**Majority Vote**

#### **ARTICLE V.**

Upon the dissolution of this organization, assets shall be distributed for one of more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or 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.

#### **ARTICLE VI.**

The corporation will distribute its income for each tax year at a time and in a manner as to not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding Section of any future Federal Tax Code.

The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding Section of any future Federal Tax Code.

The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding Section of any future Federal Tax Code.

The corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding Section of any future Federal Tax Code.

The corporation will not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding Section of any future Federal Tax Code.

#### **ARTICLE VII.**

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

Alfred L. Frith  
Rissman, Weisberg, Et Al  
201 E. Pine Street, #1500  
Orlando, FL 32801

#### **ARTICLE VIII.**

The name and address of the incorporator is:

Alfred L. Frith  
Rissman, Weisberg, Et Al  
201 E. Pine Street, #1500  
Orlando, FL 32801

#### **ARTICLE IX.**

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

Title: D  
TOBY HALL  
17209 Journey's End Drive  
Odessa, FL 33556

Title: D  
KARRA HALL  
17209 Journey's End Drive  
Odessa, FL 33556

Title: D  
PETER PEDALINO  
118 Montague Street  
Brooklyn, NY 11201

Title: D  
CHRIS REDHEAD  
6304 Nikki Lane  
Tampa, FL 33624

**ARTICLE X.**

The effective date for this corporation shall be:

**June 28, 2005**

**ARTICLE XI.  
Approval of Minutes**

This is to certify that all members entitled to vote on these amendments did, in fact, vote unanimously on September 20, 2005, for the amendments and that a unanimous vote was sufficient for approval.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand  
this 27<sup>th</sup> day of October, 2005.

  
Incorporator

  
Director

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.


The name of the corporation is:

**THE TOBY HALL FOUNDATION, INC.**

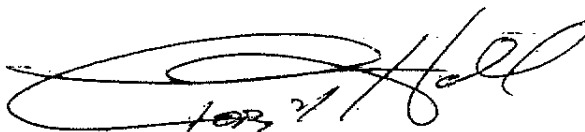
The name and address of the registered agent and office is:

**Alfred L. Frith  
Rissman, Weisberg, Et Al  
201 E. Pine Street, #1500  
Orlando, FL 32801**

Having been named as 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.

  
\_\_\_\_\_  
Registered Agent

Date 10-27-05

  
\_\_\_\_\_  
Director

Date 10/27/05