

To: CORPORATION
State

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Florida Department of State
Division of Corporations
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Division of Corporations
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From:

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Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

0638.51365

FLORIDA PROFIT/NON PROFIT CORPORATION

THE MOORE FAMILY FOUNDATION, INC.

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| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 04 |
| Estimated Charge | \$78.75 |

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ARTICLES OF INCORPORATION
OF
THE MOORE FAMILY FOUNDATION, INC.

I.

NAME

The name of the corporation shall be The Moore Family Foundation, Inc.

II.

PRINCIPAL OFFICE

The street and mailing address of the principal office of the corporation shall be Five Concourse Parkway, Suite 2825, Atlanta, Georgia 30328.

III.

PURPOSES

The corporation is organized and shall be operated exclusively for charitable, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including, without limitation:

To solicit and receive contributions and make such other grants and contributions for religious, charitable, scientific, literary, or educational purposes within the meaning of Section 501(c)(3) of the Code; and

To have and exercise all the powers conferred by the laws of the State of Florida upon nonprofit corporations formed pursuant to the Florida Not for Profit Corporation Act.

Solely for the above purposes, the corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including, but without limitation thereon, to receive gifts, devises, bequests, and contributions in any form, and to use, apply, invest, and reinvest the principal and/or income therefrom or to distribute the same for the above purposes.

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IV.

DIRECTORS

The initial Directors of the corporation are as follows:

DeVoe L. Moore
Shirley M. Moore
Katherine M. Caldwell
Tiffany M. Hosford

Additional or successor Directors shall be elected as set forth in the Bylaws of the corporation.

V.

LIMITATIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director, officer, or private person, 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 hereinabove.

It is intended that the corporation shall have the status of a corporation that is exempt from Federal income taxation under Section 501(a), by reason of being a charitable organization described in Section 501(c)(3), of the Code. These Articles shall be construed accordingly. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income taxation described in Section 501(c)(3) of the Code. In the event that the corporation is determined to be a private foundation within the meaning of Section 509 of the Code, then in no event shall the corporation or any officer or Director: (1) engage in any act of "self-dealing" that would give rise to any liability for the tax imposed by Section 4941 of the Code; (2) retain any "excess business holdings" that would give rise to any liability for the tax imposed by section 4943 of the Code; (3) make any investment that would jeopardize the carrying out of any of the tax exempt purposes of the corporation within the meaning of exempt purposes under Section 4944 of the Code; (4) make any "taxable expenditures" that would give rise to any liability for the tax imposed by Section 4945 of the Code; or (5) fail to distribute for its tax exempt purposes an amount for each taxable year at least sufficient to avoid any liability for the tax imposed by Section 4942 of the Code.

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VIII.

MEMBERS

The corporation shall have no members.

IX.

ELIMINATION OF MONETARY LIABILITY OF DIRECTORS

No director of the corporation shall be personally liable to the corporation for monetary damages for breach of his or her duty of care or other duty as a Director; provided, however, that this provision shall eliminate or limit the liability of a Director only to the extent permitted from time to time by the Florida Not for Profit Corporation Act or any successor law or laws.

X.

DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all assets of the corporation exclusively for the exempt purposes of the corporation in such manner, or to such organization or organizations that shall at the time qualify as exempt organizations under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction for the county in which the principal office of the corporation is then located, exclusively for such purposes or to such other organization or organizations as said court shall determine as organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 1 day of May, 2006.

SOLE INCORPORATOR:


JAMES R. ROBINSON

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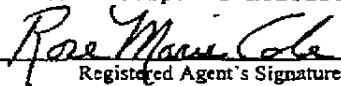
VI.

REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the corporation is 515 East Park Avenue, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is National Corporate Research Ltd., Inc.

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 as provided for in Chapter 607, F.S.

National Corporate Research, Ltd., Inc.


Registered Agent's Signature

VII.

INCORPORATOR

The name and address of the incorporator are:

James R. Robinson
ARNALL GOLDEN GREGORY LLP
171 17th Street NW
Suite 2100
Atlanta, Georgia 30363

2006 MAY -2 A 9:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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