

NO6 000006245

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

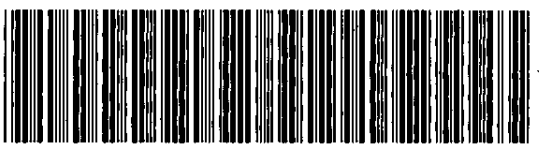
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600075737486

06/09/06--01032--018 **78.75

FILED
2006 JUN -9 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Boren JUN 9 2006

COVER LETTER

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

SUBJECT: MICHAEL & KATHLEEN HALL FAMILY FOUNDATION, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: MARC J. DEARTH
Name (Printed or typed)

6100 LAKE FORREST DRIVE, SUITE 300
Address

ATLANTA, GEORGIA 30328
City, State & Zip

404-255-7400
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

FILED
2006 JUN -9 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MICHAEL & KATHLEEN HALL FAMILY FOUNDATION, INC.

ARTICLE ONE
NAME

The name of the corporation is the MICHAEL & KATHLEEN HALL FAMILY FOUNDATION, INC.

ARTICLE TWO
PRINCIPAL OFFICE

The address of the initial principal office of the corporation is 901 One Beach Club Drive, Miramar Beach, Florida 32550.

ARTICLE THREE
PURPOSE

The corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3), 170(b)(1)(A) and 170(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Except as limited by the foregoing, the corporation may engage in any lawful act or activity for which corporations may now or hereafter be organized under the Florida Not For Profit Corporation Act.

ARTICLE FOUR
MANNER OF ELECTION

New Directors shall be elected annually according to the Bylaws that may be in existence from time to time.

ARTICLE FIVE
INITIAL DIRECTOR

The affairs of the corporation are to be managed initially by a Board of Directors of at least one (1).

The names and addresses of the individuals, who are 18 years of age or older, to serve initially on the Board of Directors are as follows:

Michael W. Hall
901 One Beach Club Drive
Miramar Beach, Florida 32550

Kathleen G. Hall
901 One Beach Club Drive
Miramar Beach, Florida 32550

ARTICLE SIX
INITIAL REGISTERED AGENT AND STREET ADDRESS

The initial registered office of the corporation will be located at 901 One Beach Club Drive, Miramar Beach, Florida 32550, and its initial registered agent is Michael W. Hall.

ARTICLE SEVEN
INCORPORATOR

The name and address of the incorporator is as follows:

Marc J. Dearth
Hoffman & Associates
Attorneys At Law
6100 Lake Forrest Drive, Suite 300
Atlanta, Georgia 30328

ARTICLE EIGHT
BYLAWS

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to adopt, repeal, rescind, alter or amend in any respect the Bylaws of the corporation.

ARTICLE NINE
GOVERNING LAW

The corporation is organized pursuant to the Florida Not For Profit Corporation Act.

ARTICLE TEN
PLACE OF MEETINGS AND RECORDS

Meetings of the Board of Directors of the corporation may be held within or without the State of Florida, as the Bylaws may provide. The books of the corporation may be kept (subject to any provision of applicable law) within or without the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws.

ARTICLE ELEVEN
IMPERMISSIBLE ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members (if any), directors, 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 Three 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 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 tax code.

ARTICLE TWELVE
LIMITATION ON DIRECTORS' LIABILITY

A Director of this corporation shall not be personally liable to the corporation for monetary damages for breach of fiduciary duty as a Director, except for liability (i) for any appropriation, in violation of his duties, of any business opportunity of the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for the type of liability set forth under Section 617.0834 Florida Not For Profit Corporation Act, or (iv) for any transaction from which the Director received an improper personal benefit, provided, that no such provision shall eliminate or limit the liability of a Director for any act or omission occurring prior to the date when such provision becomes effective.

If the Florida Not For Profit Corporation Act is hereafter amended to authorize the further elimination or limitation of the liability of a director, then the liability of a Director of the corporation shall be eliminated or limited to the fullest extent permitted by the Florida Not For Profit Corporation Act, as so amended.

Any repeal or modification of the foregoing provisions of this Article Twelve by the Directors of the corporation shall not adversely affect any right or protection of a Director of the

corporation existing at the time of such repeal or modification.

The provisions of this Article Twelve shall not be deemed to limit or preclude indemnification of a Director by the corporation for any liability of a Director which has not been eliminated by the provisions of this Article Twelve.

ARTICLE THIRTEEN
DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3), 170(b)(1)(A) and 170(c) of the Internal Revenue Code, or any 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 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.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, has executed, signed and acknowledged these Articles of Incorporation this 5th day of June 2006.



MARC J. DEARTH

REGISTERED AGENT ACKNOWLEDGEMENT

Having been named as registered agent to accept service of process for the MICHAEL & KATHLEEN HALL FAMILY FOUNDATION, INC., a Florida not for profit corporation, at the place designated in the Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



MICHAEL W. HALL