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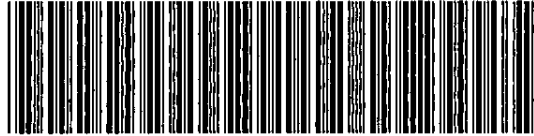
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COVER LETTER

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March 11, 2008

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

SUBJECT: Hill & Hill Charity, 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: Linda Hill and E. Lawrence Hill, Jr.
Name (Printed or typed)

3516 Shoreline Circle
Address

Palm Harbor, FL 34684
City, State & Zip

727 785 7085
Daytime Telephone number

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

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**ARTICLES OF INCORPORATION
OF**

Hill & Hill Charity, Inc.

A Florida "Not for Profit" Corporation

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

I. NAME OF CORPORATION: The name of the corporation is Hill & Hill Charity, Inc.

II. PRINCIPAL OFFICE: The principal office of the corporation is located at:
3516 Shoreline Circle
Palm Harbor, FL 34684

III. PURPOSE: The purpose for which the corporation is organized is:
to provide management consulting and restructuring services (both financial and operational) to nonprofit organizations, foundations and their subsidiaries. Services will be provided at rates discounted below those normally charged by reputable management consulting firms or donated to those organizations who cannot afford to pay for the services. Net income from operations will be donated to medical research and other scientific, charitable and educational endeavors; no part of the net income will inure to the benefit of any private shareholder or individual.

No substantial part of the activities will be to carry on propaganda, or otherwise attempting to influence legislation.

To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

All of the foregoing purposes shall be exercised exclusively for charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

IV. MANNER OF ELECTION OF BOARD OF DIRECTORS: The manner in which directors are elected or appointed are stated in the bylaws; the significant provisions are:

-Definition of Board of Directors: The Board of Directors is that group of persons vested with the management of the business and affairs of this Corporation subject to the law, the Articles of Incorporation, and these bylaws.

-Qualifications: Directorships shall not be denied to any person on the basis of race, creed, sex, religion, or national origin.

-Number of Directors: The Board of Directors shall consist of three or more natural persons. The number of directors shall be determined from time to time by Resolution of the Board of Directors.

-Terms and Election of Directors: The Directors shall serve indefinite terms until they resign or are removed in accordance with the provisions of these bylaws.

-Procedure at Board Meetings: The rules contained in the Handbook on Parliamentary Procedure ("Robert's Rules of Order") shall govern the meetings of the board of directors.

-Resignations: Any Director can resign at any time by delivering a written resignation to the Chairperson of the board or to the Secretary of the Corporation. Resignations of directors shall become effective immediately or on the date specified therein and vacancies will be deemed to exist as of such effective date.

-Removal: Any director may be removed at any time (with or without cause) by a vote of 4/5ths of the total number incumbent directors (not counting vacancies) at a meeting of the board of directors properly called in accordance with the terms of these bylaws. Directors may be removed by a majority vote of the board of directors at a properly called meeting with a quorum attendance when he or she misses three consecutive regular meetings.

-Vacancies: Vacancies can be created by resignations, removals, or an increase in the size of the board of directors. Vacancies on the Board of Directors can only be filled by a majority vote of the remaining Directors, though less than a quorum.

V. INITIAL DIRECTORS AND/OR OFFICERS: The initial directors and officers names, titles, and addresses are as follows:

- Linda Hill - Director; Officer Title: "Director". Address: 3516 Shoreline Circle, Palm Harbor, FL 34684
- E. Lawrence Hill Jr. - Director; Officer Title: "Director". Address: same as above
- Alexandra Hill - Director. Address: 816 Mountain View Drive, Lafayette, CA. 94549

VI. REGISTERED AGENT: The name of the registered agent of the corporation is E. Lawrence Hill, Jr. The address of this registered agent is:
3516 Shoreline Circle
Palm Harbor, FL 34684

VII. INCORPORATOR: The name and address of the Incorporator is:

Linda Hill
3516 Shoreline Circle
Palm Harbor, FL 34684

VIII. MAILING ADDRESS: The mailing address of the corporation is:

3516 Shoreline Circle
Palm Harbor, FL 34684

IX. DURATION: The period of duration is perpetual.

X. 501(c)(3) LIMITATIONS

1. CORPORATE PURPOSES: Notwithstanding any other provision of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state income tax under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

2. EXCLUSIVITY: The Corporation is organized exclusively for charitable and educational purposes.

3. NO PRIVATE INUREMENT: The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

4. LOBBYING AND POLITICAL CAMPAIGNS: No substantial part of the activities of the corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

5. DISSOLUTION: Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

6. "PRIVATE FOUNDATION" PROVISIONS: In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

- a.) The Corporation will distribute its income for each tax year at a time and in a manner as not to 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.
- b.) 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.
- c.) 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.
- d.) 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.
- e.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

XI. INDEMNIFICATION - Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

EXECUTION

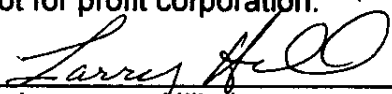
These Articles of Incorporation are hereby executed by the incorporator on this 11th day of March, 2008.



Linda Hill Incorporator

**REGISTERED AGENT'S
ACCEPTANCE OF APPOINTMENT**

I hereby accept my appointment as registered agent for Hill & Hill Charity, Inc. a Florida not for profit corporation.



E. Lawrence Hill, Jr.

11 March 2008

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