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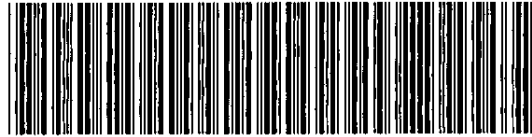
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TALLAHASSEE, FLORIDA
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Oct. 13 2009

J. Shivers OCT 15 2009

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Hands Across The
Sand, Inc.

Signature

Requested by:

Seth

10/14

11:00

Name

Date

Time

Walk-In

Will Pick Up

☒ Art of Inc. File _____
☐ LTD Partnership File _____
☐ Foreign Corp. File _____
☐ L.C. File _____
☐ Fictitious Name File _____
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☐ Art. of Amend. File _____
☐ RA Resignation _____
☐ Dissolution / Withdrawal _____
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☐ Photo Copy _____
☐ Certificate of Good Standing _____
☐ Certificate of Status _____
☐ Certificate of Fictitious Name _____
☐ Corp Record Search _____
☐ Officer Search _____
☐ Fictitious Search _____
☐ Fictitious Owner Search _____
☐ Vehicle Search _____
☐ Driving Record _____
☐ UCC 1 or 3 File _____
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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION OF
HANDS ACROSS THE SAND, INC.,
A FLORIDA CORPORATION NOT FOR PROFIT**

The undersigned persons, acting as Incorporators of a Corporation under the laws of the State of Florida, adopt the following Articles of Incorporation for such Corporation, pursuant to Florida Statute Chapter 617.

The undersigned Incorporators, by these Articles, associate themselves for the purpose of forming a Corporation not for profit pursuant to the laws of the State of Florida, and adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of this Corporation is **HANDS ACROSS THE SAND, INC.**, referred to as "the Corporation".

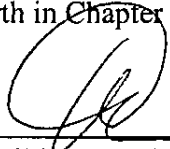
**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

The Corporation's principal place of business and mailing address is 59 Town Road, Rosemary Beach, Florida 32461. The mailing address for the corporation is P. O. Box 615002, Rosemary Beach, Florida 32461.

**ARTICLE III
INITIAL REGISTERED OFFICE AND AGENT**

The name of the initial registered agent of the Corporation is William V. Linne, and the address of the registered agent is 127 Palafox Place, Suite 100, Pensacola, Florida 32502.

THE UNDERSIGNED hereby accepts the office of registered agent and confirms that he is familiar with the obligations of that position as set forth in Chapter 617, Florida Statutes.



William V. Linne
Registered Agent

**ARTICLE IV
PURPOSE**

The purposes for which the Corporation is formed and the business and objectives to be carried on and promoted by it are as follows:

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(A) To promote, protect and preserve the beauty of waters and shorelines along the coastal areas of the United States, to encourage tourism and to maintain the value of coastal properties. To promote and foster charitable, educational or scientific activity for having purposes consonant with those of the Corporation; To accept, hold, invest and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use or donate the income or principle, and to devote the same to, the above purposes of the Corporation.

(B) To carry out this single purpose, the corporation may exercise the powers permitted not for profit corporations under Chapter 617 of the Florida Statutes; provided, however, that this Corporation, in exercising any one or more of such powers shall do so in furtherance of the exempt purpose for which it has been organized as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

(C) The Corporation is irrevocably dedicated to and operated exclusively for not for profit purposes; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of any member, director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of its exempt purposes.

ARTICLE V **POWERS**

The Corporation is empowered:

(A) The above purposes shall be construed as both objects and powers, and the enumeration of specific purposes shall not be held to limit or restrict in any manner the powers of this corporation.

(B) In the event of dissolution, winding up, or other liquidation of the assets of this Corporation, the residual assets of the Corporation will be turned over only to one or more organizations created and operated for non-profit purposes similar to those of the Corporation other than one created for religious purposes and which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any or future law, or to the Federal, State or local government for exclusive public purpose.

(C) Notwithstanding any other provisions of these articles, this Corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or any other corresponding provision of any future United States internal revenue law.

ARTICLE VI
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.

ARTICLE VII
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.

ARTICLE VIII
DIRECTORS

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The initial number of directors of the corporation shall be one; provided, however, that such number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The director named in this certificate of incorporation as the first board of directors shall hold office until the first meeting of members, at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for such terms as are provided for in the bylaws.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The name and address of the person who is to serve as the initial director is as follows:

NAME

ADDRESS

David A. Rauschkolb

59 Town Road
Rosemary Beach, Florida 32461

ARTICLE IX
OFFICERS

The board of directors shall elect the following officers: President, Vice-President, Secretary, Treasurer, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following person shall serve as corporate officers:

NAME

ADDRESS

David A. Rauschkolb
President, Vice-President,
Secretary, Treasurer

59 Town Road
Rosemary Beach, Florida 32461

ARTICLE X
MEMBERS

The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments as well as the method of collection thereof, shall be set forth in the bylaws.

ARTICLE XI
BY-LAWS

By-Laws of the Corporation may be adopted, made, altered, or rescinded by the Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles nor any limitations set forth in the laws of the State of Florida.

ARTICLE XII
AMENDMENTS

Amendment to the Articles of Incorporation may be proposed by any Director at a regular or special business meeting of the Board of Directors at which a majority is present and must be adopted by a two-thirds vote of the Board of Directors present and voting at such meeting properly called and noticed as provided in the By-Laws. Amendment shall be approved by a two-thirds affirmative vote of the members of the Board of Directors present.

ARTICLE XIII
INCORPORATORS

The name and address of each Incorporator are as follows:

NAME

ADDRESS

William V. Linne

127 Palafox Place, Suite 100
Pensacola, Florida 32502

ARTICLE XIV
DURATION

The corporation shall have perpetual duration.

ARTICLE XV
EFFECTIVE DATE OF INCORPORATION

This Corporation shall be deemed to have come into existence on the date these Articles of Incorporation are executed.

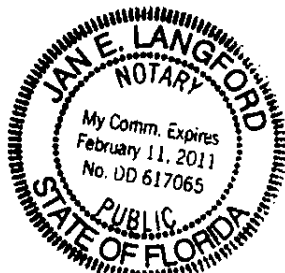
IN WITNESS WHEREOF, the undersigned Incorporators of this Corporation, for the purpose of forming this nonprofit charitable corporation under the laws of the State of Florida, have executed these Articles of Incorporation on the 13th day of October, 2009.




Incorporator: WILLIAM V. LINNE

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 13th day of October, 2009, by WILLIAM V. LINNE, who is personally known to me.



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NOTARY PUBLIC
Typed Name: Jan E. Langford
Commission Expires: 2-11-11
Commission No: DD617065

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