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FLORIDA PROFIT/NON PROFIT CORPORATION
The Robert M. Hatfield Foundation, Inc.

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**ARTICLES OF INCORPORATION
OF
THE ROBERT M. HATFIELD FOUNDATION, INC.**

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation not for profit pursuant to the Florida Not For Profit Corporation Act.

**ARTICLE I
Name**

The name of this corporation is:

THE ROBERT M. HATFIELD FOUNDATION, INC.

**ARTICLE II
Principal Office and Mailing Address**

The street address of the principal office and the mailing address of this corporation shall be:

Mailing Address

P. O. Box 15953
St. Petersburg, Florida 33733

Street Address

4420 16th Street N.
St. Petersburg, Florida 33703

This corporation shall have the right to change the address of the principal office from time to time, as provided by law.

**ARTICLE III
Purposes, Rights and Powers**

1. This corporation is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.

2. No substantial part of the activities of this corporation shall consist of promoting propaganda, or otherwise attempting to influence legislation, except as otherwise provided by Section 501(c)(3) of the Internal Revenue Code of 1986, and this corporation shall not participate in, or intervene in, including the publishing or distribution of statements, any political campaign on

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behalf of, or in opposition to, any candidate for public office.

3. Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not engage in any activities that are not permitted (a) by a nonprofit corporation exempt from federal corporate income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or (b) by a nonprofit corporation whose contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986.

ARTICLE IV **Limitations**

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth in these Articles of Incorporation.

ARTICLE V **Distribution of Assets upon Dissolution**

Upon dissolution of this corporation, the Board of Directors of this corporation shall, after paying or making provisions for the payment of all liabilities of this corporation, distribute all remaining assets of this corporation exclusively to those charitable organizations which are qualified organizations (as defined below), or should be distributed to the federal, state, or local governments for one or more public purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county which the principal office of this corporation is then located, exclusively for one or more exempt or public purposes. When used in these Articles of Incorporation, the term "qualified organization" means an organization described in Sections 501(c)(3), 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1986.

ARTICLE VI **Registered Office and Registered Agent**

The initial registered office of this corporation shall be located at 4420 16th Street N., St. Petersburg, Florida 33703, and the initial registered agent of this corporation at such office shall be Matthew A. Hatfield. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE VII **Board of Directors**

1. This corporation shall not have any members.

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2. The term, voting rights, qualifications and method for election of the members of the Board of Directors shall be set forth in the bylaws of this corporation. The Board of Directors shall be empowered to direct the management of the business and affairs of this corporation and to exercise all rights and powers granted to this corporation under these Articles of Incorporation, the bylaws of this corporation, and the laws of the State of Florida.

3. The names and addresses of the individuals who shall serve as the initial members of the Board of Directors of this corporation are:

<u>Name</u>	<u>Address</u>
Matthew A. Hatfield	4420 16 th Street N. St. Petersburg, Florida 33703
Victoria E. Willers	700 S. Harbour Island Blvd. Unit 518 Tampa, Florida 33602
Pamela A. Hatfield	4420 16 th Street N. St. Petersburg, Florida 33703
Trevor J. Harris	222 7 th Avenue N. St. Petersburg, Florida 33701
Michael B. Bolhofner	275 Bayshore Blvd. Tampa, Florida 33606

ARTICLE VIII
Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Matthew A. Hatfield	4420 16 th Street N. St. Petersburg, Florida 33703

ARTICLE IX
Bylaws

The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation.

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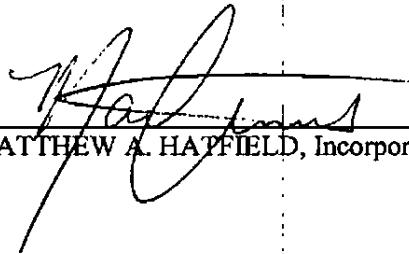
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ARTICLE X
Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

DATED this 28th day of January, 2010.



MATTHEW A. HATFIELD, Incorporator

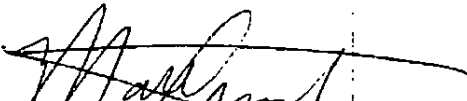
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**ACCEPTANCE OF SERVICE AS REGISTERED AGENT OF
THE ROBERT M. HATFIELD FOUNDATION, INC.**

The undersigned, Matthew A. Hatfield, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in such capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 28th day of January, 2010.


MATTHEW A. HATFIELD

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