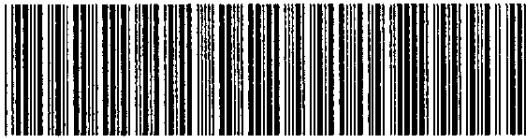


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SECRETARY OF STATE
SACRAMENTO, CALIFORNIA

PS 2/7/11

COVER LETTER

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

SUBJECT: Michele W. Hill 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: Joseph C. Hill Jr.

Name (Printed or typed)

9300 East River Drive

Address

Navarre, Florida 32566

City, State & Zip

850-582-2946

Daytime Telephone number

jchill6889@bellsouth.net

E-mail address: (to be used for future annual report notification)

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

ARTICLES OF INCORPORATION

We the undersigned, a majority of whom are citizens of the United States and residents of the State of Florida, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Florida, do hereby certify:

I

The name of the corporation (herein referred to as the Corporation) is: **Michele W. Hill Foundation Inc.**

II

The place in this State where the principal office of the Corporation is to be located is the City of Navarre, Santa Rosa County.

The mailing address of the Corporation is: 9300 East River Drive, Navarre, FL 32566

III

Said corporation is organized exclusively for charitable, purposes, including, for such purposes, the provision of reading programs to advocate for the education of local youth, strengthening families and economic development.

IV

Initial directors will be appointed by the incorporator. Additional directors will be appointed by the board of directors by majority vote.

V

The number of directors constituting the initial Board of Directors of the Corporation is five (5), and their names and addresses are:

<u>Names</u>	<u>Addresses</u>	<u>Title</u>
Joseph C. Hill, Jr.	9300 East River Drive, Navarre, FL 32566	CEO
Joseph C. Hill, III	9300 East River Drive, Navarre, FL 32566	Director
Walter B. Hill	9300 East River Drive, Navarre, FL 32566	Director
Michael A. Hill	9300 East River Drive, Navarre, FL 32566	Director
Kevin Boyd Williams	4422 W. Church Street, Farmville, NC 27828	Director

The name and Florida Street address of the registered agent is:

Joseph C. Hill, Jr.
9300 East River Drive
Navarre, FL 32566

VII

The name and Florida street address of the incorporator is:

Earnestine Carswell
803 Laurel Drive
Ft. Walton Beach, FL 32547

SECRETARY OF STATE
CORPORATION DIVISION
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VIII

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 III 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, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

IX

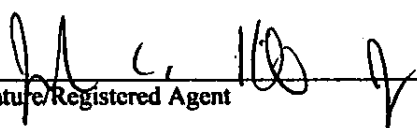
Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 503C of the internal Revenue code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the country 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.

X

The following provisions are hereby adopted for the purposes of defining, limiting and regulating the powers of the Corporation and its directors:

- a) To sue and be sued;
- b) To have a corporate seal;
- c) To purchase, take, receive, lease, acquire, own, hold, improve, use, and otherwise deal in real, intellectual and personal property and to dedicate such to the furtherance of the Corporations purposes as stated in Article III;
- d) To sell, convey, mortgage, pledge, lease, exchange, transfer, and dispose of property, including corporate property and assets in furtherance of the Corporations purpose as stated in Article III;
- e) To make contracts and guarantees, and incur liabilities; borrow money, and secure obligations by mortgage or pledge in furtherance of the Corporations purposes as stated in Article III;
- f) To invest and reinvest funds in furtherance of the Corporations purposes as stated in Article III;
- g) To conduct its business and carry on its operations in or out of its state of incorporation;
- h) To elect or appoint officers and agents and fix their compensation;
- i) To make, adopt, amend, or repeal By-Laws;
- j) To make charitable contributions;
- k) To cease its corporate activities and surrender its corporate franchise;
- l) To indemnify directors;
- m) To pay pensions and establish and carry out retirement plans, benefit plans, and any other incentive and compensation plans for any or all of its directors, officers and employees.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Signature/Registered Agent

12/27/2010
Date
FEB - 4 9 AM
12-27-10
Date
4: 09


Signature/Incorporator