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FLORIDA PROFIT/NON PROFIT CORPORATION
The Hill Family Foundation, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE HILL FAMILY FOUNDATION, INC.,
A NOT FOR PROFIT CORPORATION**

The undersigned, for the purpose of forming a corporation not for profit under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

**Article I
Name**

The name of this not for profit corporation shall be **THE HILL FAMILY FOUNDATION, INC.**

**Article II
Principal Office and Mailing Address**

The principal office and mailing address of this corporation shall be 373 Royal Tern Road South, Ponte Vedra Beach, Florida 32082

**Article III
Purpose**

This 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 §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, which purposes shall be limited further to those which are lawful and not specifically prohibited to corporations under the laws of the State of Florida.

**Article IV
Powers and Restrictions**

Section 4.1 This corporation shall have the general power to do all lawful acts, as conferred upon corporations not for profit by Section 617.0302, Florida Statutes, including all those things necessary and desirable to carry out the purposes and responsibilities of this corporation.

Section 4.2 Notwithstanding the generality of the foregoing, the powers of this corporation shall be subject to the following limitations and restrictions.

(a) 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

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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 §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 §170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(b) 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 §4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(c) The corporation will not engage in any act of self-dealing as defined in §4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(d) The corporation will not retain any excess business holdings as defined in §4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(e) The corporation will not make any investments in a manner as to subject it to tax under §4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(f) The corporation will not make any taxable expenditures as defined in §4945 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(g) 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.

Article V **Dissolution**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) 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 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.

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Article VI
Trustees and Officers

Section 6.1. Number of Trustees. This corporation shall have three (3) Trustees initially. The number of Trustees may be increased or diminished from time to time, but shall never be less than the number required by §617.0803(1), Florida Statutes, as amended from time to time or any successor provision.

Section 6.2. Duties of Trustees. All corporate powers of the corporation shall be exercised by or under the authority of, and the affairs of the corporation shall be managed under the direction of, its Board of Trustees, except as otherwise specifically required under the Florida Not For Profit Corporation Act.

Section 6.3. Qualification and Election of Trustees. Trustees must be natural persons who are 18 years of age or older and elected or appointed in the manner and for the terms provided in the bylaws of the corporation.

Section 6.4. Initial Trustees and Officers. The names and street addresses of the initial Trustees and officers of this corporation, and the offices held by each officer, are:

Robert E. Hill, Jr. 373 Royal Tern Road South Ponte Vedra Beach, Florida 32082	Trustee, President, and Treasurer
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Margaret P. Hill 373 Royal Tern Road South Ponte Vedra Beach, Florida 32082	Trustee, Vice President, and Secretary
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Robert M. Hill 373 Royal Tern Road South Ponte Vedra Beach, Florida 32082	Trustee
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Katherine C. Hill 373 Royal Tern Road South Ponte Vedra Beach, Florida 32082	Trustee
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Section 6.5. Indemnification. The Board of Trustees is hereby specifically authorized to make provision for indemnification of Trustees, officers, employees and agents to the fullest extent permitted by law; provided, however, that no such indemnification shall be permitted if such indemnification would violate the purposes of the corporation as specified in Article III above or would be inconsistent with the provisions of Section 501(c)(3) and Section 170(c)(2) of the code.

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Article VII**Members**

The corporation shall have one class of members consisting of such individual or individuals admitted as members from time to time by the Board of Trustees in accordance with the provisions set forth in the bylaws of the corporation. The qualifications and rights of the members shall be as set forth in the bylaws of the corporation. The members shall have no right, title or interest whatsoever in the income, property or assets of the corporation, nor shall any portion of such income, property or assets be distributed to any member upon the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities or obligations of the corporation.

Article VIII**Initial Registered Agent and Address**

The name and street address of the initial registered agent and the initial registered office of this corporation are:

Michael J. Ivan, Jr., Esq.
Brennan, Manna & Diamond, P.L.
800 West Monroe Street
Jacksonville, Florida 32202

Article IX**Incorporator**

The name and street address of the incorporator of this corporation are:

Robert E. Hill, Jr.
373 Royal Tern Road South
Ponte Vedra Beach, Florida 32082

Article X**Effective Date; Duration**

Section 10.1. Effective Date. Corporate existence shall commence on the date these Articles are filed by the Department of State of the State of Florida.

Section 10.2. Duration. This corporation shall exist perpetually.

Article XI**Bylaws**

The initial bylaws of this corporation shall be adopted by the Trustees. Bylaws shall be adopted, altered, amended or repealed from time to time by the Board of Trustees, but the Board of Trustees shall not alter, amend or repeal any bylaw adopted by

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the members if the members specifically provide that such bylaw is not subject to amendment or repeal by the Trustees.

Article XII
Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the members is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 30 day of November, 2011.



Robert E. Hill, Jr., Incorporator

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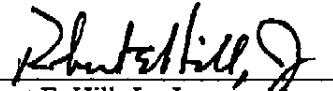
**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

CLERK OF STATE
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091, 617.0501 and 617.0503, Florida Statutes, the following is submitted:

THE HILL FAMILY FOUNDATION, INC., desiring to organize or qualify under the laws of the State of Florida hereby designates Michael J. Ivan, Jr., Esq. as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be Brennan, Manna & Diamond, P.L., 800 West Monroe Street, Jacksonville, Florida 32202.

DATED this 30 day of November, 2011.



Robert E. Hill, Jr., Incorporator

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 1 day of December, 2011.



Michael J. Ivan, Jr., Registered Agent

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