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REFERENCE : 766021 1299A  
AUTHORIZATION :  
COST LIMIT : \$ PREPAID

ORDER DATE : April 2, 1998  
ORDER TIME : 9:37 AM  
ORDER NO. : 766021-005  
CUSTOMER NO: 1299A

CUSTOMER: Mr. Scott Lowrey  
CLARK PARTINGTON HART LARRY  
BOND STACKHOUSE & STONE  
Suite 800  
125 West Romana Street  
Pensacola, FL 32501

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DOMESTIC FILING

NAME: HAWKSHAW LAGOON MISSING  
CHILDREN MEMORIAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
\_\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR -2 PM 1:17

98 APR -2 10:43  
DIVISION OF INCORPORATION  
9/10/98

EFFECTIVE DATE

4/1/98

**ARTICLES OF INCORPORATION OF  
HAWKSHAW LAGOON MISSING CHILDREN MEMORIAL, INC.  
A CORPORATION NOT FOR PROFIT**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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The undersigned individual, desiring to form a corporation not for profit under the provisions of Chapter 617, Florida Statutes, hereby subscribes to the following Articles of Incorporation:

**ARTICLE I - NAME AND PRINCIPAL OFFICE**

The name of the corporation is HAWKSHAW LAGOON MISSING CHILDREN MEMORIAL, INC. The street address and mailing address of the initial principal office of the corporation is: 312 West Main Street, Pensacola, Florida 32501

**ARTICLE II - PURPOSES**

The purposes for which the corporation is organized shall be as follows:

(a) To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or may hereafter be amended. The corporation shall be specifically authorized to pursue its educational purposes by directly operating or establishing, or directly or indirectly supporting, a national memorial to missing children which will act as a focal point for the plight of missing children, a repository for data relating to the issues of missing children and their

families, and a center for the dissemination of research and information on missing children. It is specifically intended that the corporation be permitted to engage in the active conduct of activities constituting the educational and charitable purposes for which it is organized including the acquisition of materials, labor and facilities to operate a national memorial and educational center dedicated to missing children and their families. Provided, however, such activities must be consistent with the charitable purposes of the corporation and must be in accordance with the other provisions of these articles and the bylaws of the corporation.

(b) No part of the net earnings of the corporation shall inure to the benefit of any director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation in effecting one or more of its purposes), and no director or officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. 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 or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) The corporation shall distribute or apply its income for each taxable year at such time and in such manner as not to become

subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(d) The corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(e) The corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(f) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(g) The corporation shall not make any taxable expenditures, as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(h) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations as they now exist or may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended.

**ARTICLE III - MEMBERSHIP**

This corporation shall have no members.

**ARTICLE IV - TERM OF EXISTENCE AND  
COMMENCEMENT OF CORPORATE EXISTENCE**

This corporation shall have perpetual existence. The date for commencement of this corporation's existence shall be April 1, 1998.

**ARTICLE V - INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation is as follows:

R. Clark Thompson  
700 South Palafox Street, Suite 245  
Pensacola, FL 32501

**ARTICLE VI - OFFICERS**

The corporation shall have officers consisting of a President, Vice President, Secretary/Treasurer, and such other officers as the Board of Directors of the corporation shall in its discretion determine necessary or appropriate for accomplishing the objectives of the corporation. The officers shall be elected by the Board of Directors at the annual meeting of the Board of Directors.

The name of the sole officer who is to manage all affairs of this corporation until the first election is:

President, Vice President,  
Secretary/Treasurer:

R. Clark Thompson

ARTICLE VII - BOARD OF DIRECTORS

The affairs of this corporation not for profit shall be managed by a Board of Directors. The directors shall be elected at the annual meeting of the corporation with the method of election as stated in the Bylaws of the corporation. The directors shall have full power to elect directors to fill vacancies in office, or to fill the office of any directors who may resign, die, become disabled, or refuse to act. The majority vote of the directors present at a meeting at which there is a quorum shall be sufficient for the taking of any action within the power of the corporation, except as otherwise provided in these Articles of Incorporation, the corporate Bylaws or by law.

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than three (3). The names and addresses of the initial directors of this corporation are:

R. Clark Thompson  
700 South Palafox Street, Suite 245  
Pensacola, Florida 32501

Kathleen H. Gaut  
930 Gerhardt Drive  
Pensacola, Florida 32503

R. Scott Holland  
321 South Alcaniz Street  
Pensacola, Florida 32501

**ARTICLE VII - AMENDMENT**

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them and all rights and privileges conferred upon the directors and officers of the corporation are subject to this reservation.

**ARTICLE VIII - BYLAWS**

The Bylaws of the corporation are to be made, altered or rescinded by the Board of Directors in the manner set forth in the Bylaws of the corporation.

**ARTICLE IX - DISTRIBUTION ON DISSOLUTION**

Upon dissolution of the corporation, or the winding up of its affairs, the assets of the corporation shall be distributed to charitable, religious, scientific, literary, or educational organizations that would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended.


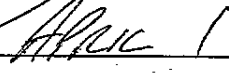
No director or officer of the corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

**ARTICLE X - REGISTERED OFFICE AND AGENT**

The street address of the registered office of this corporation shall be 312 West Main Street, Pensacola, Florida 32501. The name of the registered agent of this corporation at that address shall be R. Clark Thompson.

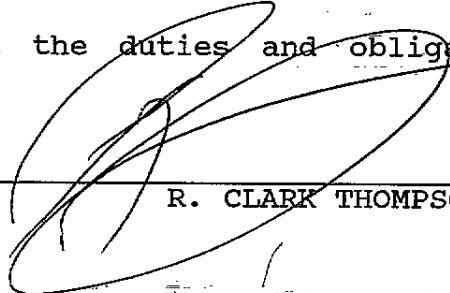
IN WITNESS WHEREOF, I, the undersigned incorporator of HAWKSHAW LAGOON MISSING CHILDREN MEMORIAL, INC., have hereunto set my hand and seal on the date hereinafter set forth for the purpose of forming this corporation not for profit under the laws of the State of Florida.

INCORPORATOR

x   
R. CLARK THOMPSON  
DATE, x , 1998

**REGISTERED AGENT ACCEPTANCE**

I do hereby accept the foregoing designation as registered agent of HAWKSHAW LAGOON MISSING CHILDREN MEMORIAL, INC. I am familiar with and accept the duties and obligations of such designation.

x   
R. CLARK THOMPSON

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