

N98000004108

MOORE & VAN ALLEN, PLLC

ATTORNEYS AT LAW

DAVID R. VINES
E-MAIL: vinesd@mvalaw.com

100 NORTH TRYON STREET FLOOR 47
CHARLOTTE, NORTH CAROLINA 28202-4003
TELEPHONE 704-331-1000
FACSIMILE 704-331-1159
<http://www.mvalaw.com>

DIRECT DIAL 704-331-2461
DIRECT FAX 704-378-1961

July, 10, 1998

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Articles of Incorporation for The Phillip J. Hicks Family Foundation, Inc.

Dear Sir or Madam:

Enclosed herewith please find the following documents for your review and filing:

1. One (1) executed original and two (2) conformed copies of the Articles of Incorporation for The Phillip J. Hicks Family Foundation, Inc.;
2. One (1) check made payable to the Florida Secretary of State in the amount of \$122.50 for filing fees; and
3. Prepaid Federal Express return envelope.

Please file these Articles of Incorporation. We would appreciate it if you would return to us in the enclosed pre-paid envelope a file-stamped copy of the Articles of Incorporation once filed by you.

Please do not hesitate to contact me directly at (704) 331-2461 if you should have any questions or if there should be any problems. Thank you for your assistance.

Sincerely yours,

MOORE & VAN ALLEN, PLLC

David R. Vines
David R. Vines

400002587184--5
-07/13/98-01121--019
****122.50 ****122.50

cc: Mr. Phillip J. Hicks
408953

EFFECTIVE DATE
7-6-98

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUL 13 PM 3:39

FILED

DMC
7/15/98

*Called 7-15-98 David Vines
gave auth by phone
to correct this document.
Effective DATE*

ARTICLES OF INCORPORATION
OF
THE PHILLIP J. HICKS FAMILY FOUNDATION, INC.

FILED

98 JUL 13 PM 3:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A Non-Profit Corporation

EFFECTIVE DATE

7-6-98

The undersigned does hereby make and acknowledge these Articles of Incorporation for the purpose of forming a non-profit, non-stock corporation under and by virtue of the laws of the State of Florida, as contained in Chapter 617 of the Florida Statutes, and to that end does hereby set forth and certify as follows:

1. The name of the corporation is The Phillip J. Hicks Family Foundation, Inc. (the "Corporation").

2. The principal place of business and the mailing address of the Corporation shall be 33 Sugar Bowl, Pensacola Beach, Florida, 32561.

3. The purposes for which the Corporation is organized are:

(a) To operate exclusively for religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

(b) Except as hereinbefore provided or limited, the Corporation, in addition to the powers granted non-profit corporations under the laws of the State of Florida, shall have full power and authority to receive gifts, devises and bequests of real, personal and mixed property; to purchase, lease, and otherwise acquire and hold, and to mortgage, convey, and otherwise dispose and contract to dispose of all kinds of property, real, personal and mixed; to borrow and to lend money and to negotiate loans; to draw, accept, endorse, discount, buy,

sell, issue and deliver bills of exchange, promissory notes, bonds, coupons, or other negotiable instruments and securities; and generally to do any and all acts which may be deemed necessary or expedient for the proper and successful prosecution of the purposes hereinbefore set forth.

4. The Corporation shall have no members.

5. The Corporation shall be managed by a Board of Directors. The number of directors of the Corporation shall be set forth in the bylaws of the Corporation and such directors shall be determined, elected or appointed on such terms, at such time, and in such manner as shall be provided in such bylaws.

6. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers or other individuals, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to reimburse reasonable expenses properly incurred on behalf of the Corporation. No substantial part of the activities of the Corporation shall consist of carrying on 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 any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

7. Notwithstanding any provision contained herein to the contrary, the Corporation's powers shall be limited as follows:

(a) The Corporation shall make distributions of such amounts, for each taxable year, at such time and in such manner as not to become subject to the tax imposed by Section 4942 of the Code, or corresponding provisions of any subsequent federal tax laws;

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent federal tax laws;

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent federal tax laws;

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any subsequent federal tax laws; and

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent federal tax laws.

8. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities and obligations of the Corporation, dispose of all of the assets of the Corporation exclusively for the aforesaid purposes of the Corporation in such manner, or to such organization or organizations organized and operating exclusively for religious, charitable, scientific, literary or educational purposes as shall, at the time of dissolution, qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws, contributions to which are deductible under Section

170(c)(2) of the Code, or corresponding provisions of any subsequent tax laws, as the Board of Directors of the Corporation may determine.

9. The address of the initial registered office of the Corporation is 33 Sugar Bowl, Pensacola Beach, Florida 32561, and the name of its initial registered agent at such address is Phillip J. Hicks.

10. The number of persons constituting the initial Board of Directors shall be three (3) whose names and addresses are as follows:

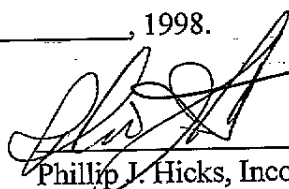
<u>NAME</u>	<u>ADDRESS</u>
Phillip J. Hicks	33 Sugar Bowl Pensacola Beach, Florida 32561
Marilyn M. Hicks	33 Sugar Bowl Pensacola Beach, Florida 32561
Richard J. Hicks	6219 Graydon Drive Denver, NC 28037
Stacie H. Bourque	1915 Beth Haven Church Road Denver, NC 28037

11. The name and address of the incorporator is Phillip J. Hicks, 33 Sugar Bowl, Pensacola Beach, Florida, 32561.

12. The Corporation shall exist perpetually, commencing on July 6, 1998.

The undersigned incorporator has hereunto executed these Articles of Incorporation the

3RD day of July, 1998.


Phillip J. Hicks, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED

98 JUL 13 PM 3:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: THE PHILLIP J. HICKS FAMILY FOUNDATION, INC.
2. The name and address of the registered agent and office are:

Phillip J. Hicks
33 Sugar Bowl
Pensacola Beach, Florida 32561

HAVING BEEN NAMED AS REGISTERED AGENT AND 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.

SIGNATURE: 

DATE: 7/3/98