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June 4, 1999

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

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-06/07/99--01142--012
*****78.75 *****78.75

Re: THE HALO HAWAII FOUNDATION, INC.

Gentlemen:

Enclosed please find the Articles of Incorporation for the above-referenced corporation, together with a Designation of Resident Agent and check in the amount of \$78.75 for the following fees:

| | |
|---------|---------------------------------|
| \$35.00 | Filing Fee for Articles |
| \$35.00 | Designation of Registered Agent |
| \$ 8.75 | Certified Copy of Articles |

After recording, please forward the Charter and certified Articles of Incorporation to this office.

Thanking you for your kind attention in this matter, I remain

Very truly yours,

Warren J. Knaust

WJK/nc
Enclosures

cc: Client

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**ARTICLES OF INCORPORATION
of
THE HALO HAWAII FOUNDATION, INC.**

**ARTICLE I
CORPORATE NAME, PRINCIPAL OFFICE, AND MAILING ADDRESS**

The name of this corporation shall be THE HALO HAWAII FOUNDATION, INC. The principal office of this corporation is 3120 Melton Street North, St. Petersburg, Florida 33704. The mailing address of this corporation is 3120 Melton Street North, St. Petersburg, Florida 33704.

**ARTICLE II
CORPORATE NATURE**

This is a nonprofit corporation, organized solely for educational and charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

**ARTICLE III
DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE IV
GENERAL AND SPECIFIC PURPOSES**

The specific and primary purposes for which this corporation is formed are:

A. For the advancement of charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

B. The Halo Foundation, through the acquisition of Aina Hoaloha Ranch, shall demonstrate that a private agricultural enterprise can relocate to a remote rural community and thrive by educating the local people in the many skills, arts, and sciences that lie at the heart of a large-scale farming operation.

C. To operate exclusively in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended,

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including private foundations and private operating foundations.

ARTICLE V AUTHORIZED MEMBERSHIP CERTIFICATES

A. This corporation shall be authorized to issue 100 Membership Certificates.

B. All membership certificates issued by the corporation shall contain a statement on the face thereof that it is a nonprofit corporation. If such certificates are restricted as to their sale or purchase, the membership certificates shall bear a legend stating that such membership certificates are restricted in the manner described in the bylaws or any agreement between the members, and that a copy of such bylaws or agreement shall be provided to all members.

C. Except as otherwise prescribed by Florida law, each membership certificate shall entitle the holder thereof to one vote.

ARTICLE VI MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of Directors of the corporation shall be three (3), provided however, that such number may be changed by a By-Law duly adopted by the members, but shall not be less than three.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members, at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at the principal office of the corporation At 10:00 a.m. on the third Wednesday of January each year, beginning in 2000, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of the law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of

Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

| NAME | ADDRESS |
|--------------------|--|
| Mr. Errol R. Gard | 3120 Melton Street North St. Petersburg, Florida 33704. |
| Mrs. Renee L. Gard | 3120 Melton Street North St. Petersburg, Florida 33704. |
| Warren J. Knaust | 2730 Central Avenue St. Petersburg, Florida 33712 |

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

| | |
|-----------------|--------------------|
| President: | Mrs. Renee L. Gard |
| Vice President: | Mr. Errol R. Gard |
| Secretary: | Mr. Errol R. Gard |
| Assistant: | Mr. Errol R. Gard |

ARTICLE VII EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 IV hereof.

B. 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 any candidate for public office.

C. Notwithstanding any other provisions 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 section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. 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 VIII DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the bylaws for this corporation.

ARTICLE X SUBSCRIBERS

The names and residence addresses of the Subscribers of this corporation are as follows:

NAME

Mr. Errol R. Gard

ADDRESS

3120 Melton Street North
St. Petersburg, Florida 33704.

Mrs. Renee L. Gard

3120 Melton Street North
St. Petersburg, Florida 33704.

ARTICLE XI
AMENDMENT OF BY-LAWS

Subject to the limitation contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

ARTICLE XII
DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational and charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XIII
REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 3120 Melton Street North, St. Petersburg, Florida 33704, and the name of its registered agent at said address shall be Mrs. Renee L. Gard.

ARTICLE XIV
AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

We, the undersigned, being the Subscribers and Incorporators of this corporation, for

the purpose of forming this nonprofit corporation under the laws of the State of Florida,
have executed these Articles of Incorporation, this 14th day of June, 1999.

WITNESSED BY:

Nancy C. Crockerburg

Carol L. Gard

Subscriber

Carol L. Gard

Subscriber

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, this 14th day of June, 1999, personally
appeared ARUEE GARD and CAROL GARD to me known to be the
persons who executed the foregoing Articles of Incorporation and they acknowledged to
and before me that they executed such instrument.

NOTARY PUBLIC

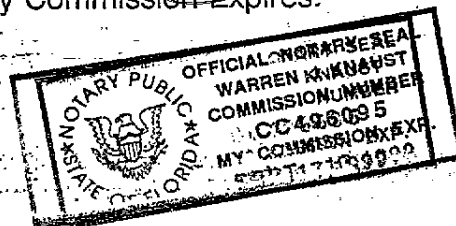
Sign: [Signature]

Print: [Signature]

State of Florida at Large

My Commission Expires: [Signature]

(Seal)



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

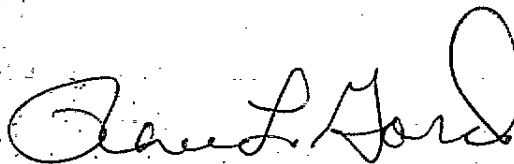
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Pursuant to Chapter 48.091, Florida statutes, the following is submitted, in compliance with said Act:

FIRST: **THE HALO HAWAII FOUNDATION, INC.**, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at: 3120 Melton Street North, St. Petersburg, Florida 33704. has named Mrs. Renee L. Gard. as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at 3120 Melton Street North, St. Petersburg, Florida 33704., I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Ms. Renee L. Gard
Resident Agent

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