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100600008047
December 6, 2000
VIA HAND DELIVERY

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

RE: Tall Timbers Foundation, Inc.

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-12/07/00--01001--013
*****78.75 *****78.75

Dear Sir or Madam:

Enclosed for filing are the Articles of Incorporation for Tall Timbers Foundation, Inc.

We have also enclosed our firm's check in the amount of \$78.75 for the filing fee and a certified copy, and an extra copy of the Articles to be datestamped by your office and to be picked up by our messenger.

Thank you for your assistance. Please call if you have any questions.

Sincerely,

David J. Hull / cv

David J. Hull

DJH/cv
Enclosures

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DIVISION OF CORPORATIONS
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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
TALL TIMBERS FOUNDATION, INC.**

The undersigned incorporator hereby files these Articles of Incorporation of Tall Timbers Foundation, Inc., dated December 5, 2000, with the Florida Department of State. These Articles shall be effective upon the filing of these Articles with the Florida Department of State. Tall Timbers Foundation, Inc. (this "Corporation") shall continue as a Florida Not-for-Profit Corporation under the laws of the State of Florida, Chapter 617.

ARTICLE I - NAME

The name of this Corporation shall be Tall Timbers Foundation, Inc.

ARTICLE II - DURATION

This Corporation shall exist perpetually.

ARTICLE III - PURPOSES, LIMITATIONS AND DISSOLUTION

Section 3.1. Purposes. The Corporation is organized exclusively for charitable, public scientific, and educational purposes, including, without limitation, the following:

- a. Funding programs which foster exemplary land stewardship through research, conservation, and education;
- b. Providing funds to help focus research on the ecology of fire and natural resource management (including bobwhite quail and other wildlife in the southeastern coastal plain);
- c. Promoting conservation efforts dedicated to helping protect the distinctive landscape and traditional land uses in the Red Hills region of south Georgia and north Florida;

d. Funding scientific experiments and programs that instruct the public on subjects useful and beneficial to the community, with particular regard to “fire type” nature preserves and the effects of fire on quail, turkey, and other wildlife, as well as on the value of vegetation as cover and food for wildlife; and

e. Acquiring by gift, purchase, or devise, real property (including conservation easements) and personal property and using such property in accordance with the purposes listed in the immediately preceding paragraphs, or donating such real and personal property (including money) to organizations which pursue the purposes listed in the immediately preceding paragraphs.

In these articles, the term, “‘fire type’ nature preserve” refers to the maintenance by controlled burning of pine forests in an open and park-like condition with herbaceous vegetation. In these articles “exemplary land stewardship” is stewardship of land which balances ecological values and economic utility within a framework of long-term conservation. The foundation of such stewardship on the upland habitats in the Red Hills region is the frequent use of fire to accommodate management for bobwhite quail, selection timber harvest, and other traditional land uses.

Section 3.2. Other Activities. Subject to the restrictions and limitations in these Articles, the Corporation may engage in all lawful activities that are necessary or desirable to advance the purposes described in this Article and may cooperate with other individuals, organizations, institutions, foundations and agencies having similar purposes.

Section 3.3. Powers and Limitations on Activities. The Corporation shall have all the powers of a not for profit corporation under Florida law. However, (a) no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any 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 this Article III; (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; and (c) notwithstanding any other provision of these Articles, the Corporation shall not carry on any 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 1986, or (b) by a corporation, described in Sections 170(c), 170(b)(1)(A), 2055(a) and 2522(a) of the Internal Revenue Code of 1986 or the corresponding provision of any future Federal Tax Law. Any references to the Internal Revenue Code and provisions thereof shall include successor provisions of any future corresponding Federal Tax Law.

Section 3.4. Dissolution. Upon the dissolution of the Corporation, the Board of Trustees shall pay all liabilities of the Corporation and shall distribute the remaining assets to Tall Timbers Research, Inc. if it is then qualified as an exempt organization under section 501(c)(3) of the Internal Revenue Code and is then described in Section 170(c), 170(b)(1)(A), 2055(a) and 2522(a) of the Internal Revenue Code. If Tall Timbers Research, Inc. is not then so qualified and described, then the Board of Trustees shall

distribute the remaining assets to any entity designated by Tall Timbers Research, Inc. that is so qualified and described and, if there is none, then to an entity selected by the Board of Trustees that is so qualified and described.

ARTICLE IV – NON-STOCK CORPORATION AND MEMBERS

This Corporation is organized under a non-stock basis. The Corporation shall have one class of membership, and have one member, which shall be Tall Timbers Research, Inc. Tall Timbers Research, Inc. shall have the right to vote, and the vote of Tall Timbers Research, Inc. shall constitute the act of the member. The membership shall not be transferable. Any attempt to transfer the membership shall terminate the membership and the membership status of Tall Timbers Foundation, Inc. As used in these Articles, the term "Member" shall mean Tall Timbers Research, Inc.

ARTICLE V - MANAGEMENT OF AFFAIRS-BOARD OF TRUSTEES

Section 5.1. General. The affairs of the Corporation shall be managed by a Board of Trustees, consisting of not less than five (5) persons having the right to vote, including the Chairman of the Board and at least four other persons. At least two Trustees shall be appointed by the Member, and the remainder shall be elected by the Board in accordance with Section 5.2 below and confirmed by the Member in accordance with Section 5.3 below. A Trustee shall serve until the Trustee's successor is appointed or elected.

The Board may authorize and elect more than five (5) Trustees with the Member's approval. The Board may fill vacancies on the Board, subject to confirmation by the Member. An individual appointed by the Board or the Member to fill a vacancy shall serve

as a Trustee until his or her successor is elected or appointed. A Trustee shall take office when confirmed by the Member, notwithstanding the date on which such Trustee was elected to fill a vacancy. Any Trustee appointed by the Member need not be separately confirmed by the Member. The Executive Director shall be a non-voting member of the Board.

Section 5.2. Election of Trustees. The Trustees shall be elected by a majority vote of the members of the Board. However, the Member shall have the authority to remove any or all of the Trustees at any time and appoint their successors. All rights and powers of a Trustee shall immediately cease upon his or her removal.

Section 5.3. Confirmation by Member. Within ten (10) days after any vote or election by the Board which requires confirmation by the Member, the Board shall submit to the Member a written request specifying the matter for which the Member's approval is requested.

Section 5.4. Voting. A quorum of the Board shall consist of one-third of the number of voting Trustees then serving under Section 5.1. The affirmative vote of a majority of the Trustees present shall constitute the act of the Board unless otherwise required by the Articles of Incorporation or Bylaws. Notwithstanding any provision of these Articles to the contrary, when the number of voting Trustees is less than three (3), a unanimous vote is required.

Section 5.5. Initial Board Members. The names, addresses, and terms of the persons who are to serve on the Board until their successors are elected, are:

| <u>NAME</u> | <u>ADDRESS</u> | <u>TERM</u> |
|---------------------|--|---------------------------------|
| Kate Ireland | 13093 Henry Beadel Drive Tallahassee, Florida 32312 | Until Successor is Appointed |
| A. Lawton Langford | 13093 Henry Beadel Drive Tallahassee, Florida 32312 | Until Successor is Appointed |
| Michael D. Shea | 13093 Henry Beadel Drive Tallahassee, Florida 32312 | Until Successor is Appointed |
| C. Martin Wood, III | 13093 Henry Beadel Drive Tallahassee, Florida 32312 | Until Successor is Appointed |
| Anthony Jonklaas | 13093 Henry Beadel Drive Tallahassee, Florida 32312 | Until Successor is Appointed |

ARTICLE VI -COMMITTEES

Section 6.1 Committees. The Board may designate committees as provided in the Bylaws or by resolution. Each member of a committee shall serve at the pleasure of the Board. Each such committee shall exercise those powers designated in the Bylaws or in the resolution forming the committee.

ARTICLE VII - OFFICERS

The Corporation shall have an Executive Director who shall be the chief executive officer of the Corporation. The Member shall have the authority to appoint and remove the Executive Director.

The remaining officers of the Corporation shall be a Chairman of the Board and such other officers as set forth in the Bylaws of the Corporation. The election of officers;

their terms of office; the persons who may serve in an office; and their duties and responsibilities shall be controlled by the Bylaws.

The officers who will serve until their successors are elected are:

| <u>NAME</u> | <u>POSITION</u> | <u>ADDRESS</u> |
|--------------------|---------------------|--|
| Kate Ireland | Chairman | 13093 Henry Beadel Drive Tallahassee, Florida 32312 |
| Michael D. Shea | Vice Chairman | 13093 Henry Beadel Drive Tallahassee, Florida 32312 |
| A. Lawton Langford | Secretary/Treasurer | 13093 Henry Beadel Drive Tallahassee, Florida 32312 |

ARTICLE VIII – AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended, modified, or rescinded only upon approval of the Member. The Board of Trustees may propose amendments to these Articles of Incorporation if such proposed amendment is approved for proposal to the Member by a two-thirds vote of the Trustees present and voting at any annual meeting or special meeting called for that purpose.

ARTICLE IX - AMENDMENTS TO BYLAWS

The Bylaws may be amended at any time by the Board of Trustees, provided the amendment: (a) has first been submitted to and approved in writing by the Member, in which case the Bylaw amendment shall be effective upon its adoption by the Board (unless a later date is specified in the amendment), or (b) is approved by the Member following the Board's vote, in which case the Bylaw amendment shall be effective on the date of the Member's approval (unless a later date is specified in the amendment). Amendments to the Bylaws shall be made by a majority vote of the Trustees present at any special meeting of the Board. If the Board adopts a Bylaw amendment which has not been approved in advance by the Member, then within ten (10) days after such vote the Board shall submit to the Member a written request for the Member's approval of that amendment. If the Member approves the amendment, the Member shall provide to the Board written confirmation of such approval. Promptly after the Bylaws are adopted or amended, the Secretary shall furnish a certified copy of the amended bylaws to the Member. In any matter in which a provision of the bylaws contradicts a provision of these Articles, these Articles shall control.

ARTICLE X - PRINCIPAL OFFICE

The principal office and mailing address of the Corporation shall be 13093 Henry Beadel Drive, Tallahassee, Florida 32312-9712.

ARTICLE XI - REGISTERED AGENT AND OFFICE

The name and street address of the registered agent and office of the Corporation are:

NAME

Lane Green

ADDRESS

13093 Henry Beadel Drive
Tallahassee, Florida 32312

ARTICLE XII – REPORTS

The Board shall submit to the Member written financial statements and reports detailing the Corporation's operations and any other matter requested by the Member. The reports shall be submitted as the Member shall require.

ARTICLE XIII – ACTIONS REQUIRING MEMBERS' CONSENT

The Corporation may not take any of the following actions unless the Member consents:

- A. the opening or closing of any of the Corporation's offices.
- B. the mortgage or pledge, or creation of a security interest in, or conveyance of title to, all or any part of the property and assets of the Corporation of any description (except for purchase money mortgages or sales made for market value in the ordinary course of business).
- C. the sale of all or substantially all of the assets of the Corporation or the merger with or acquisition of any other entity.
- F. except as otherwise directed in advance and in writing by the Member, the execution of any contract having a term greater than twelve (12) months through which

management, financial, administrative, or fund-raising services will be provided to the Corporation.

G. the termination of the activities or dissolution of the Corporation.

H. the appointment of a receiver for the Corporation, commencement of bankruptcy proceedings for the Corporation, any general assignment by the Corporation for the benefit of its creditors, or the like.

ARTICLE XIV – INCORPORATOR

The name and street address of the incorporator of this Corporation is:

David J. Hull
227 South Calhoun Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on December 6, 2000.



David J. Hull

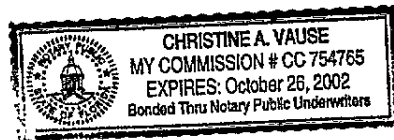
STATE OF FLORIDA
COUNTY OF LEON

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, David J. Hull, to me well known and known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 6th
day of December, 2000.

Christine A. Vause

Notary Public
State of Florida at Large
My Commission Expires:

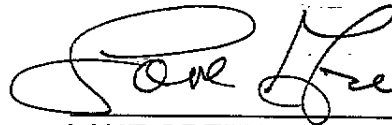


**CERTIFICATE DESIGNATING REGISTERED OFFICE AND AGENT
FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

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

Tall Timbers Foundation, Inc. hereby designates Lane Green, located at 13093 Henry Beadel Drive, Tallahassee, Florida 32312 as its registered agent to accept service of process within this State.

Dated this 6th day of December, 2000.



LANE GREEN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent to accept service of process for the above 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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 6th day of December, 2000.



LANE GREEN

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