

No 1000000337

2107 Helen Street
Melbourne, FL 32901
(321) 631-1771

January 10, 2001

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

FILED
JAN 12 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: COMMUNITY WATERSHED FUND INC.

100003536351--3
-01/12/01--01095--012
*****78.75 *****78.75

Dear Sir/Madam:

I enclose an original and two copies of the proposed Articles of Incorporation of Community Watershed Fund Inc.

Please file the Articles of Incorporation and return a Certified Copy (and a file-stamped copy of the original Articles) to me at the above address.

A check in the amount of \$78.75, made payable to the Department of State, for the total Filing, Designation of Registered Agent, and Certified Copy fees is enclosed.

Sincerely,



Thomas Goffinet, Incorporator

D. BROWN JAN 17 2001

ARTICLES OF INCORPORATION

OF

COMMUNITY WATERSHED FUND INC.,

A NON-PROFIT CORPORATION

The undersigned incorporator, in order to form a non-profit corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ONE: The name of this corporation is Community Watershed Fund Inc.

TWO: The principal place of business and mailing address of this corporation are:

414 Richard Road

Suite 100

Rockledge, Florida 32955.

THREE: The specific purposes for which this corporation is organized are: The corporation will engage in scientific research, conducted in the public interest, and in public education and volunteer assistance.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the

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making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

FOUR: The manner in which the directors are elected or appointed is as stated in the corporation's Bylaws.

FIVE: The number of initial directors of this corporations is three. Their names and address are as follows:

Thomas DeBusk
414 Richard Road
Suite 100
Rockledge, FL 32955.

Donald Kent
15805 Bay Vista Drive
Clermont, FL 34711.

Thomas Goffinet
2107 Helen Street
Melbourne, FL 32901.

SIX: The name and address of the initial registered agent of this corporation is:

Thomas DeBusk
414 Richard Road
Suite 100
Rockledge, Florida 32955.

SEVEN: The name and address of the incorporator of this corporation is:

Thomas Goffinet
2107 Helen Street
Melbourne, Florida 32901.

EIGHT: The period of duration of this corporation is perpetual.

NINE: The corporation has adopted a nonmembership structure.

TEN: Additional provisions for the operation of the corporation are as follows:

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this 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.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that this 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 these Articles.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal

Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

The undersigned incorporator hereby declares under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

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Having been named as registered agent to accept service of process for the above stated corporation at the place designated on this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Thomas DeBusk

Thomas DeBusk, Registered Agent

1/10/2001

Date

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Thomas Goffinet

Thomas Goffinet, Incorporator

1/10/2001

Date