

ND2000000680

TRANSMITTAL LETTER

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

SUBJECT: ALLIANCE TO PROTECT WATER RESOURCES, INC
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: EDWARD C PELTZ
Name (Printed or typed)

300004795543--7
-01/25/02--01016--001
*****87.50 *****87.50

10029 CHERRY LAKE ROAD
Address

CLERMONT FL 34711
City, State & Zip

352-242-5037
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

FILED
02 JAN 25 PM 12: 02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
02 JAN 25 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ALLIANCE TO PROTECT WATER RESOURCES, INC.
=A NOT FOR PROFIT CORPORATION=

The undersigned natural persons all being of the age of eighteen years or more, acting as incorporators of a not for profit corporation under the Florida Not for Profit Corporations Act as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for such Corporation.

ARTICLE I

Name

The name of the Corporation is Alliance to Protect Water Resources, Inc.

ARTICLE II

Duration

The period of duration of this Corporation is perpetual.

ARTICLE III

Purposes

The general purpose for which the Alliance to Protect Water Resources, Inc. is formed is exclusively to promote social welfare within the meaning of section 501(c)(4) of the Internal Revenue Code. The Corporation, a non-partisan organization, will operate primarily to further the common good and general welfare of the people of Lake County, Florida by promoting the conservation, preservation and protection of land and water resources in the County. Accordingly, the Corporation will use all reasonable processes, including public education, mass media, political and legislative means necessary to accomplish its purpose.

The mission statement and specific purposes of the Corporation are set forth in the Bylaws. In carrying out its purposes, the Corporation will not engage directly or indirectly in any activity that would prevent it from qualifying as a corporation described in section 501(c)(4) of the Internal Revenue Code.

ARTICLE IV
Limitations/Distributions

At all times the following shall operate as conditions restricting the operations and activities of the Corporation:

- (i) 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 persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation, or allowed by the Corporation as a reasonable allowance for authorized expenditures incurred on behalf of the Corporation and to make payments and distributions in furtherance of the purposes set forth herein.
- (ii) 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)(4) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

ARTICLE V
Registered Office and Agent

The street address of the initial registered office is 10029 Cherry Lake Road, Clermont, Florida, 34711. Such office may be changed at any time by the Corporation's Board of Directors without amendment of these Articles of Incorporation. The initial registered agent at such address is Edward C. Peltz.

ARTICLE VI
Principal Place of Business

The principal place of business of the Corporation is 10029 Cherry Lake Road, Clermont, Florida, 34711. The mailing address is: Alliance to Protect Water Resources, Inc., P.O. Box 120596-0596, Clermont, FL 34712.

ARTICLE VII
Members

The Corporation shall have voting members distinct from the Board of Directors. Membership is open to those individuals and groups who are willing to agree to the principles of organization and purpose of the Corporation. The qualifications for membership, the manner of admission, the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collecting dues and assessments shall be as set forth in the Bylaws.

ARTICLE VIII
Board of Directors

The supreme authority of the Corporation and the government and management of the affairs of the Corporation shall be at all times exercised, performed, and controlled by the Board of Directors. All the powers, duties and functions of the Board in governing the Corporation shall be defined by state statute and set forth in the Corporation's Bylaws. No Director shall have any right, title, or interest in or to any property of the Corporation.

The number of Directors shall be at least five but no more than eleven as fixed from time to time by the Bylaws of the Corporation. Board members will be elected by voting members at the annual meeting. The provisions for annual meetings and the election of Board members shall be set forth in the Bylaws.

The number of Directors serving on this first Board is seven and they shall hold office until the first annual meeting of the members. The names and residential addresses of these persons who are to serve as initial directors are:

Rhoda Apfelbeck	3791 Eversholt St., Clermont, FL 34711
Nancy H. Fullerton	368 W. Montrose St., Clermont, FL 34711
Ed Gonzalez	18615 Triple E Road, Clermont FL 34711
David Lange	955 Brogden Drive, Clermont FL 34711
Maggie Miller	2721 Sunbury Street, Clermont, FL 34711
Edward C. Peltz	10029 Cherry Lake Road, Clermont, FL 34711
Robert E. Watson	12536 Lake Ridge Circle, Clermont, FL 34711

ARTICLE IX
Officers

The Board of Directors shall elect annually from its members the officers of the Corporation. Following the annual meeting or as soon thereafter as convenient, the Directors shall elect a President, one or more Vice-Presidents, a Secretary, a Treasurer and such other officers as deemed necessary which the Bylaws of this Corporation authorize the Directors to elect.

The initial Board of Directors will elect officers who will serve until the first annual meeting is held.

ARTICLE X
Bylaws

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors by a majority vote unless otherwise provided in the Bylaws.

ARTICLE XI
Amending Articles of Incorporation

Amendments to the Articles of Incorporation may be made and adopted by the Board of Directors by a majority vote of the Directors then in office unless otherwise provided in the Bylaws.

ARTICLE XII
Debt Obligations and Personal Liability

No member, officer or Director of this Corporation shall be personally liable for the debts or obligations of this Corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this Corporation.

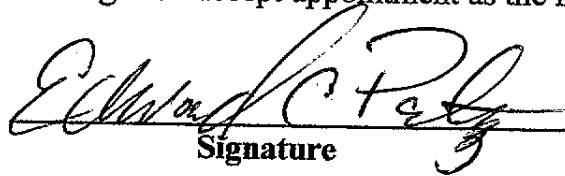
ARTICLE XIII
Dissolution

Upon the dissolution of this Corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the Corporation, to a Not for Profit fund, foundation or corporation which has similar purposes of this Corporation, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIV
Corporate Existence

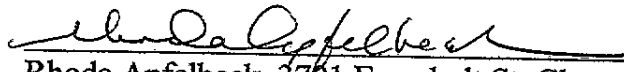
The Corporate Existence of the Alliance to Protect Water Resources Inc. will begin on the date these Articles of Incorporation are filed.

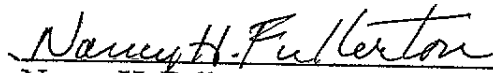
I, Edward C. Peltz, do hereby acknowledge and accept appointment as the initial corporate registered agent:


Signature

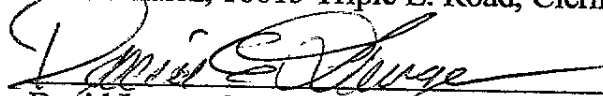
In Witness Whereof, We the Undersigned being the Incorporators of this Corporation have executed these Articles of Incorporation in duplicate this 23RD day of JANUARY, 2002, and say:


That they are all incorporators herein; that they have read the above and foregoing Articles of Incorporation; know the contents thereof and that the same is true to the best of their knowledge and belief, excepting as to matters herein alleged upon information and belief and as to those matters they believe to be true.



Rhoda Apfelbeck, 3791 Eversholt St. Clermont, FL 34711

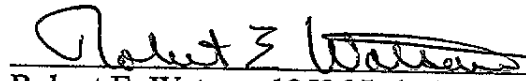

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