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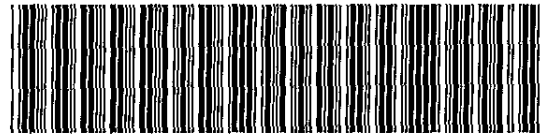
(Business Entity Name)

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03 JUN 23 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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OPERATIONS
TALLAHASSEE, FLORIDA

✓

Sunstate Research
Requestor's Name

Address

City/State/Zip

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Funders' Network for Smart Growth
(Corporation Name) (Document #)

2. and Livable Communities, Inc
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in

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NEW FILINGS	
☒	Profit
☒	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/ Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

Examiner's Initials

**ARTICLES OF INCORPORATION
OF THE
FUNDERS' NETWORK FOR SMART GROWTH AND
LIVABLE COMMUNITIES, INC.**

A Florida Not-For-Profit Corporation

FILED

03 JUN 23 PM 1:23

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a not-for-profit, non-stock, perpetually existing corporation pursuant to Florida Statutes Chapter 617, as amended.

ARTICLE I - NAME AND PRINCIPAL ADDRESS

The name of this Corporation is FUNDERS' NETWORK FOR SMART GROWTH AND LIVABLE COMMUNITIES, INC. The street address of the initial principal office and the mailing address of the Corporation is 150 S.E. 2nd Avenue, Suite 709, Miami, Florida 33131.

ARTICLE II - NATURE OF CORPORATION

This is a not-for-profit Corporation, organized solely for general charitable purposes pursuant to the Florida Not-For-Profit Corporation Act as set forth in Florida Statutes Chapter 617.

ARTICLE III - PURPOSE

A. The Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provisions of any future federal tax laws.

B. Without in any way limiting the foregoing general purposes, the specific purpose for which this Corporation is formed is to serve as an active resource and focal point for foundations, nonprofit organizations and other partners working together to advance social equity, create better economies, build livable communities and protect and preserve natural resources.

C. 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 any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

D. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IV - DURATION

This Corporation is to exist perpetually.

ARTICLE V - MEMBERSHIP

The membership of the Corporation shall be open to all persons regardless of race, color, creed, sex or national origin. The qualifications for membership and the manner of admission to membership and removal therefrom shall be governed and regulated by the Bylaws of the Corporation which may provide, among other things, that the Corporation has both voting members and non-voting members.

ARTICLE VI - NONSTOCK CORPORATION

This Corporation shall not have or issue shares of stock. However, the Corporation may have and issue membership certificates which shall state prominently on the face of such certificate that such certificates are not transferable and that the Corporation is a not-for-profit corporation.

ARTICLE VII - INCORPORATOR

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

L. Benjamin Starrett
150 S.E. 2nd Avenue, Suite 709
Miami, Florida 33131

ARTICLE VIII - REGISTERED OFFICE AND AGENT

The name of the initial registered agent of the Corporation is L. Benjamin Starrett. The street address of the initial registered office of this Corporation is 150 S.E. 2nd Avenue, Miami, Florida 33131.

ARTICLE IX - MANAGEMENT OF CORPORATE AFFAIRS

A. The business and affairs of the Corporation shall be managed by a Board of Directors.

B. The number of Directors of this Corporation shall be no less than nine (9) and no more than fifteen (15). Subject to the foregoing, the number of Directors may be changed from time to time as provided in the Bylaws.

C. Directors shall be elected, removed and hold office as provided in the Bylaws.

D. The Board of Directors shall elect the following Officers: President, Treasurer and Secretary and such other Officers as the Bylaws of the 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.

ARTICLE X - BYLAWS

Subject to the limitations contained in the Bylaws and any limitations set forth in the Florida Not-For-Profit Corporation Act concerning corporate action that must be authorized or approved by a majority of the voting members of the Corporation, the Bylaws of the Corporation may be altered, amended or repealed and new Bylaws adopted, by the Board of Directors.

ARTICLE XI - DEDICATION OF ASSETS

The property of this Corporation is irrevocably dedicated to charitable purposes, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member or officer of the Corporation or any other private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes as set forth in Article III hereof, and no member or officer of the Corporation or any other private individual shall be entitled to share in the distribution of any of the Corporate assets upon dissolution of the Corporation provided, however, that the Corporation may confer benefits in the form of distributions upon dissolution or otherwise in the manner set forth in Article XI hereof.

ARTICLE XII - DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of the Corporation, its assets remaining after payment or provision for payment of all debts and liabilities of the Corporation shall be distributed to such organization or organizations organized and operating exclusively for charitable, educational, religious or scientific purposes, which, at the time of such

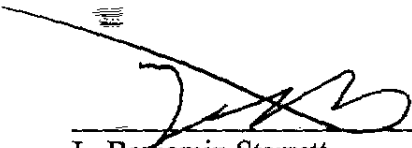
disposition, qualify as an exempt organization or organizations under Sections 501(c)(3) and 170(c)(2) of the Code or corresponding provisions of any prior or future Code or to the federal, state or local government exclusively for public purposes.

ARTICLE XIII - AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by the voting members in accordance with the procedures set forth in Chapter 617 of the Florida Statutes, as amended. The Articles, however, pertaining to dissolution of the Corporation shall not be amended in such a way as to allow or cause any member (unless such member is exempt from taxation under Section 501(c)(3) of the Code), Director, or officer of the Corporation or any other person to share in any of the Corporation's assets. Any amendment to these Articles may not contain any provision which would be unlawful at the time of such amendment.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 20th day of June, 2003.

INCORPORATOR:



L. Benjamin Starrett

ACCEPTANCE OF INITIAL REGISTERED AGENT

Having been named registered agent for the above-stated corporation, at the designated registered office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of all statutes relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

DATED THIS 20th DAY OF June, 2003.

By: _____

Benjamin Starrett

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TALLAHASSEE, FLORIDA