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FLORIDA PROFIT/NON PROFIT CORPORATION
LAKELAND ECONOMIC DEVELOPMENT COUNCIL, INC.

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**ARTICLES OF INCORPORATION
OF
LAKELAND ECONOMIC DEVELOPMENT COUNCIL, INC.**

(A Corporation Not for Profit)

In order to form a corporation under and in accordance with the provisions of Chapter 617, Florida Statutes, I hereby make, adopt and subscribe to the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation is LAKELAND ECONOMIC DEVELOPMENT COUNCIL, INC.

ARTICLE II - MAILING ADDRESS

The physical address and mailing address of this Corporation is 266 North Kentucky Avenue, Lakeland, Florida 33801.

ARTICLE III - DURATION

This Corporation shall have perpetual existence, commencing on the date of the execution of these Articles.

ARTICLE IV - PURPOSES

The purposes for which the Corporation is organized are:

In general, the Corporation is organized to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the Corporation.

Specifically, the Corporation is organized in order to advance and support the recruitment, formation, expansion and retention of quality jobs and competitive businesses that will lead to a diversified and sustainable economy for the Greater Lakeland, Florida community.

The purposes for which the Corporation is organized shall be limited to those which promote the business interests of Greater Lakeland, Florida community. Accordingly, it shall not be operated for the benefit of private interests. In no event shall the Corporation engage in any activity which would be contrary to the purposes and activities permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986.

The Corporation shall not be operated for the primary purpose of carrying on or operating a business of a kind regularly carried on for profit.

No compensation or benefit shall be paid to any member, officer, director, trustee, creator or organizer of the Corporation, except as a reasonable allowance for services actually rendered to or for the Corporation.

ARTICLE V – POWERS

The Corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the Corporation is organized. In no event, however, shall the Corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of any private individual.

ARTICLE VI - MEMBERS

A designation of the class or classes of Members, and the qualifications, the manner of their admission and rights of the Members of each class, shall be stated in the Bylaws of the Corporation.

ARTICLE VII - BOARD OF DIRECTORS

Subject to the powers reserved to the Members in the Bylaws of the Corporation, the affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) persons. The Board of Directors of the Corporation shall be elected or appointed as stated in the Bylaws of the Corporation. The names and addresses of the Directors who are to manage the affairs of the Corporation until the first annual meeting of the Members and until their successors are duly elected and qualified are as follows:

Jeff Chamberlain
Publix Supermarkets, Inc.
P.O. Box 407
Lakeland, Florida 33802

Ira Anderson
Crowe Horwath LLP
331 South Florida Avenue, Suite 400
Lakeland, Florida 33801

Scott Franklin
Lanier Upshaw, Inc.
P.O. Box 468
Lakeland, Florida 33802-0468

Kathy Matson
GTECH
4100 South Frontage Building 400
Lakeland, Florida 33815

Brian Philpot
Land South Holdings, LLC
5900 Imperial Lakes Blvd.
Mulberry, Florida 33860

Wesley Beck
Aspyre Properties LLC
4100 Frontage Road South
Lakeland, Florida 33815

Terry Simmers
Community Foundation of Greater Lakeland, Inc.
1501 South Florida Avenue
Lakeland, Florida

ARTICLE VIII- BYLAWS

The Bylaws of the Corporation may be amended, altered or rescinded by a two-thirds (2/3rds) vote of the Board of Directors in accordance with the Bylaws.

ARTICLE IX- AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X - DISSOLUTION

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to, and only to, any one or more organizations qualified as exempt under Section 501(c)(6) or Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder. Any such assets not so disposed of shall be distributed by the Circuit Court of the county in which the principal office of the Corporation is located to such organizations as said Court shall determine. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of a private individual.

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ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent and street address of the initial registered office of this corporation shall be:

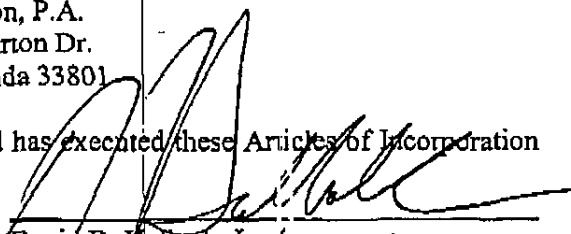
David D. Hallock, Jr.
GrayRobinson, P.A.
One Lake Morton Dr.
Lakeland, Florida 33801

ARTICLE XII - INCORPORATOR

The following is the name and street address of the incorporator signing these Articles:

David D. Hallock, Jr.
GrayRobinson, P.A.
One Lake Morton Dr.
Lakeland, Florida 33801

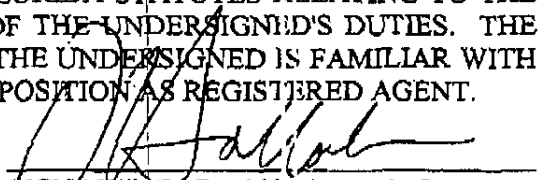
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 28th day of February, 2012.



David D. Hallock, Jr., Incorporator
c/o GrayRobinson, P.A.
One Lake Morton Drive
Lakeland, Florida 33801

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE FOREGOING ARTICLES OF INCORPORATION, HEREBY ACCEPTS THE APPOINTMENT AS SUCH REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. THE UNDERSIGNED FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL FLORIDA STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF THE UNDERSIGNED'S DUTIES. THE UNDERSIGNED FURTHER CERTIFIES THAT THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF SUCH POSITION AS REGISTERED AGENT.



SIGNATURE: David D. Hallock, Jr.
DATE: February 28, 2012