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ACCOUNT NO. : 072100000032

REFERENCE : 739995 4806726

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : March 13, 1998

ORDER TIME : 10:26 AM

ORDER NO. : 739995-005

CUSTOMER NO: 4806726

CUSTOMER: John B. Mccracken, Esq
JONES FOSTER JOHNSTON & STUBBS

P.o. Box 3475

West Palm Beach, FL 33402-3475

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DOMESTIC FILING

NAME: CONSERVATION ALLIANCE OF
PALM BEACH COUNTY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 13 PM 1:05

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RECEIVED
98 MAR 13 AM 11:32
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
CONSERVATION ALLIANCE OF PALM BEACH COUNTY, INC.
A Florida Corporation Not for Profit

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 13 PM 1:05

We, the undersigned, desiring to form a charitable corporation under and by virtue of the provisions of Chapter 617 of the Florida Statutes, hereby make, subscribe, and file these Articles for that purpose, as follows:

ARTICLE I

Name

The name of this corporation shall be CONSERVATION ALLIANCE OF PALM BEACH COUNTY, INC.

ARTICLE II

Initial Registered Office and Agent,
Principal Office and Mailing Address

The initial registered office, principal office, and mailing address of this corporation shall be located at 505 South Flagler Drive, Suite 1100, West Palm Beach, Palm Beach County, Florida 33401-3475, and the name of the initial Registered Agent of this corporation at said address shall be John B. McCracken.

ARTICLE III

Purposes and Powers

The corporation shall not provide for pecuniary gain or profit to its members. The principal purpose for which it is formed is to promote necessary and reasonable conservation in Palm Beach County, including, but not by way of limitation, an abundant and healthy

water supply, clean air, the reduction of traffic congestion and the control of noise and air pollution. In particular, the corporation shall monitor and act upon the operation and construction of the public airports in Palm Beach County, existing, proposed or future.

The corporation is organized exclusively for public, charitable and educational purposes.

The corporation shall have the power to acquire by gift, devise, bequest, purchase, lease or otherwise, and to hold, own, occupy, use, manage, improve, develop, maintain, lease, sell, mortgage, transfer, invest in or reinvest in, or otherwise deal with any real or personal property of whatever kind and description and wherever situated, or with any estate or interest, legal or equitable, in the property, to borrow money and to make, accept, endorse, execute and issue promissory notes and other obligations in payment for property acquired or money borrowed; and to do all such other acts as are necessary or convenient to carry out the purposes set forth in these Articles.

Final control of and responsibility for the receipt, management and distribution of all funds by the corporation shall rest with the Board of Directors.

No part of the activities of the corporation shall be devoted to 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.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on:

A. by a corporation exempt from Federal income tax under Section 501(c)(3) of the United States Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), or

B. by a corporation, contributions to which are deductible under Section 170(c)(2) of the United States Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law); or

C. by a corporation formed pursuant to Chapter 617, Florida Statutes.

ARTICLE IV

Limitations on the Disposition of Corporate Assets and Net Earnings

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 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 its purposes.

ARTICLE V

Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of, transfer and pay all of the assets of the corporation to the Community Foundation for Palm Beach and Martin Counties, Inc., an Internal Revenue Code Section 501(c)(3) entity, or if such organization is not in existence, to such exempt organization or organizations under Section 501(c) (3) of the United States Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Palm Beach County, Florida, exclusively for such purposes or to such organization or organizations as the court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI

Election of Directors, Qualification of Members and Manner of their Admission

The Directors shall be those individuals named herein who shall serve until their successors are duly elected by the members as provided in the By-Laws. The Members shall consist of the Incorporators named herein and the Directors and officers who shall be nominated and appointed as provided in the By-Laws, and any person who shall apply for membership in the corporation and submit the membership fee as shall be determined from time to time by the Board of Directors.

ARTICLE VII

Term of Existence

This corporation shall have perpetual existence.

ARTICLE VIII

Names and Addresses of the Incorporators

Patricia M. High
241 Walton Boulevard
West Palm Beach, FL 33405

Dorothy Engels-Gulden
220 Sunrise Avenue
Palm Beach, FL 33480

Howard C. Story, Jr.
620 North Lake Way
Palm Beach, FL 33480

ARTICLE IX

Officers and Times of their Election

The Board of Directors shall choose annually to manage the affairs of the corporation, subject to the control of the Board of Director, the following officers: a President, one or more Vice Presidents, a Secretary, a Treasurer, or a Secretary/Treasurer, and such other officers as the Board of Directors may deem advisable or necessary. The President must also be a Director. Each of such officers shall hold office until the next annual election or until his successor is chosen and qualified.

ARTICLE X

Board of Directors

The number of Directors of the corporation shall not be less than three (3) nor more than eleven (11). The names and residences of the persons who are to be the initial Directors of the corporation until their successors are nominated and appointed as provided in the By-Laws are:

Patricia M. High
241 Walton Boulevard
West Palm Beach, FL 33405

Dorothy Engels-Gulden
220 Sunrise Avenue
Palm Beach, FL 33480

Barry Beeber
2576 Irma Lake Drive
West Palm Beach, FL 33411

Carol Ann Wilson
145 Santa Lucia Drive
West Palm Beach, FL 33405

Vivian Brooks
1002 Paseo Morella
West Palm Beach, FL 33405

Howard C. Story, Jr.
620 North Lake Way
Palm Beach, FL 33480

Harrison M. Robertson
134 Seagate Road
Palm Beach, FL 33480

Susan Saxton
2839 Banyan Boulevard Circle
Boca Raton, FL 33431

ARTICLE XI

By-Laws

The first By-Laws shall be made by the Incorporators. All alterations or revisions of the By-Laws shall be made by the Directors at any regular or special meeting duly called and held for that purpose in accordance with the By-Laws.

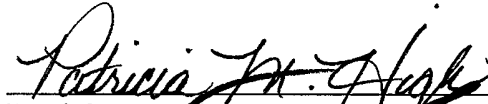
ARTICLE XII

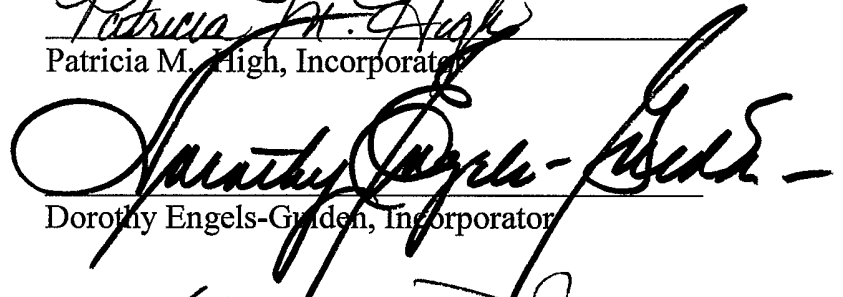
Amendments to Articles of Incorporation

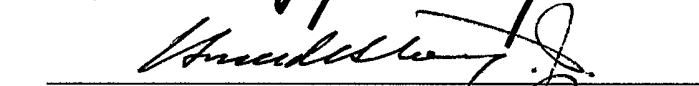
The Articles of Incorporation may be amended from time to time by resolution of the Directors at any regular meeting or at any special meeting duly called for that purpose. The resolution shall be certified to be correct by the President and Secretary and filed in the Office of the Secretary of State, State of Florida.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these

Articles of Incorporation this 12th day of March, 1998.


Patricia M. High, Incorporator


Dorothy Engels-Guiden, Incorporator


Howard C. Story, Jr., Incorporator

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DIVISION OF CORPORATIONS
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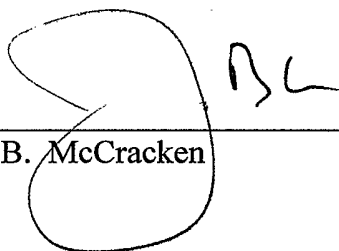
CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted
in compliance with said Act:

That CONSERVATION ALLIANCE OF PALM BEACH COUNTY, INC.,
desiring to organize under the laws of the State of Florida as a corporation not for profit, with
its Registered Office as indicated in the Articles of Incorporation at 505 South Flagler Drive,
Suite 1100, West Palm Beach, FL 33401-3475, has named John B. McCracken as its
Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated
corporation, at the place designated in this Certificate, I hereby agree to act in this capacity,
and I further agree to comply with the provisions of all statutes relative to the proper and
complete performance of my duties.



John B. McCracken