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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 MAR -8 AM 10:11

TRANSMITTAL LETTER

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

800002797609--2  
-03/08/99-01098--005  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: Florida West Coast Resource Conservation and Development  
(Proposed corporate name - must include suffix) Council, Inc.

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: Brandy M. Bledsoe  
Name (Printed or typed)

14276 S.R. 51  
Address

Gene Dale, FL 32060  
City, State & Zip

904-776-2273  
Daytime Telephone number

199-5701

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

ARTICLES OF INCORPORATION

OF

FLORIDA WEST COAST RESOURCE CONSERVATION  
AND DEVELOPMENT COUNCIL, INC.

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The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a Corporation, not for profit, under Chapter 617, Florida Statutes.

ARTICLE I

NAME

The name of the Corporation shall be:

FLORIDA WEST COAST RESOURCE CONSERVATION  
AND DEVELOPMENT COUNCIL, INC.

ARTICLE II

INITIAL PRINCIPAL OFFICE

The initial principal office of the Corporation is at 14276 S. R. 51, Live Oak, Florida 32060. The principal office may be changed from time to time by the Directors of the Corporation.

ARTICLE III

DATE OF COMMENCEMENT AND DURATION

The date of commencement of Corporate existence shall be upon filing with the Secretary of State. This Corporation shall have perpetual existence.

ARTICLE IV

PURPOSE

This Corporation is organized for non-profit purposes as follows:

- A. To secure and give support and assistance in developing and implementing a resource conservation and development plan for the area served by this Corporation.
- B. To serve as a clearing house for plans proposed by county resource conservation and development committees and to furnish information relating thereto.

ARTICLE VI  
NON-STOCK CORPORATION

This Corporation is organized on a non-stock basis.

ARTICLE VII  
INITIAL MEMBERSHIP

The Corporation shall have a membership distinct from the Board of Directors. The authorized number and qualifications of the members of the Corporation, the manner of their admission, the voting and other rights and privileges of members shall be set forth in the Bylaws.

ARTICLE VIII  
INITIAL INCORPORATOR AND REGISTERED AGENT

<u>NAME</u>	<u>ADDRESS</u>
Brandy Michelle Bledsoe	14276 S. R. 51 Live Oak, Florida 32060

ARTICLE IX  
INITIAL BOARD OF DIRECTORS

The number of Directors may be increased or decreased from time to time, but shall not be more than nine (9) nor less than three (3) in number. The number of the members constituting the initial Board of Directors of the Corporation is three (3). Each person serving on the Board of Directors must be a citizen of the area he/she will represent, be of voting age, and subscribe to and have a working interest in the purpose and policies of the Corporation, and be a Council member. The manner in which the directors are appointed is as stated in the Bylaws.

ARTICLE X  
OFFICERS

The affairs of this Corporation shall be managed by a President, Vice President, Secretary and Treasurer elected annually by the Board of Directors.

ARTICLE XI  
DISSOLUTION

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the federal, state or local government for a public purpose. Any such assets not disposed

- C. To promote economic conditions in the area served by this Corporation through the conservation, development and use of natural resources.
- D. To work with and assist all resource conservation and development sponsors in developing and implementing their objectives and goals.
- E. To cooperate with and assist in implementing local and regional plans of other organizations and agencies beneficial to resource conservation and development in the area.
- F. To exercise all of the powers enumerated in Chapter 617, Florida Statutes, as the same now exists or is subsequently amended or superseded, and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance of any of the powers herein above enumerated which are not in derogation of the laws of the State of Florida or the United States of America; provided, however, that the Corporation, in exercising any one or more powers, shall do so in furtherance of the exempt purposes for which it has been organized as described in Section 501 (c) (3) of the Internal Revenue Code of the United States of America or any amendments or additions thereto.

#### ARTICLE V

#### ACTS AFFECTING NON-TAXABLE STATUS PROHIBITED

This Corporation is organized as a not for profit Corporation within the meaning of Section 501 (c) (3) of the Internal Revenue Code of the United States of America, and its activities shall be conducted for such purposes and in such a manner that no part of its net earnings shall inure to the benefit of any member, director, officer or individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes). 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 (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. The Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. The Corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 or the Internal revenue Code of 1954, or corresponding provisions of any subsequent federal tax law. The Corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code if 1954, or corresponding provisions of any subsequent federal tax law.

of shall be disposed of by a court of competent jurisdiction, in the county in which the principal office of the organization is then located, exclusively for such purposes.

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Brandy Michelle Bledsoe      3/5/99  
Brandy Michelle Bledsoe      Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Brandy Michelle Bledsoe      3/5/99  
Brandy Michelle Bledsoe      Date