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February 12, 1996

Mr. Jerry Wood
325 Beaver Lake Road
Tallahassee, FL 32312

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*****70.00 *****70.00

Re: Florida Association of Cadastral Mappers, Inc.

Dear Jerry:

Enclosed please find Articles of Incorporation of the above-captioned Not for Profit Corporation.

Please execute same in the presence of a notary public and file same with the Department of State, Division of Corporations. When filed, please advise date of filing and Charter Number, so that we can proceed with the By-Laws and other documents necessary.

If there are any questions, please do not hesitate to contact me.

Sincerely,



William W. Deane

WWD/jmb
enc

Will wait

FILED
95 APR -5 AM
TALLAHASSEE, FLORIDA

*SAD
4/5/96*

ARTICLES OF INCORPORATION
OF

FLORIDA ASSOCIATION OF CADASTRAL MAPPERS, INC. 96 APR -5 AM 9:56
A Florida Not for Profit Corporation

FILED

The undersigned, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617, of the Florida Statutes, adopt the following Articles of Incorporation for such corporation.

ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this Corporation shall be FLORIDA ASSOCIATION OF CADASTRAL MAPPERS, INC., a Florida Not for Profit Corporation, and it's initial principal place of business is 6416 9th Street North, St. Petersburg, Florida 33702.

ARTICLE II
TERM OF EXISTENCE

The date when corporate existence shall commence shall be the date of the filing of these Articles of Incorporation by the Office of the Secretary of State of the State of Florida, and the Corporation shall have perpetual existence thereafter.

ARTICLE III
PURPOSE

This Corporation is organized for the purpose of promoting the advancement and professionalism of cadastral mappers and transacting any and all lawful business permitted under the laws of the State of Florida and the United States, including the making of distributions to organizations which qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

No part of the net earnings or property shall inure to the benefit of any private shareholder or individual. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation except as otherwise provided by the Internal Revenue Code. The corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office, including the publishing or distributing of political statements.

ARTICLE IV
MEMBERSHIP

The corporation is organized upon a nonstock basis as defined in Section 617.011 of the Florida Statutes. 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 different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be as regulated in the By-Laws.

ARTICLE V POWERS

The Corporation shall have all of the statutory powers of a corporation not for profit:

- a) To have perpetual succession by its corporate name.
- b) To sue and be sued, complain and defend in its corporate name in all actions or proceedings.
- c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof to be impressed, affixed, or in any other manner reproduced.
- d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.
- g) To purchase, take, receive, subscribe for, or other wise acquire, own, hold, vote, use, employ, sell, mortgage, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- h) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- j) To conduct its business, carry on its operations, and

have offices and exercise the powers granted by law within or without this state.

k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

l) To make and alter By-Laws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of the Corporation.

m) To make donations for the public welfare or for charitable, scientific or educational purposes.

n) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

o) To be a promotor, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

p) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE VI DISSOLUTION

Upon liquidation or dissolution of the Corporation all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to such fund, foundation or corporation organized and operated for charitable or religious purposes, as the Board of Directors shall determine, and as shall at the time qualify as a tax-exempt organization under Internal Revenue Code Section (501)(c)(3), or as the same may be amended.

ARTICLE VII INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 6416 9th Street North, St. Petersburg, Florida 33702; and the name of the initial registered agent of the Corporation at that address is WILLIAM W. DEANE.

ARTICLE VIII BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors, and there shall be thirteen (13) Directors initially. The number of Directors may be increased from time to time, by By-

Laws of the Corporation, but shall never be less than seven (7).

The Board of Directors shall elect the following officers, President, Treasurer, and Secretary, and such other officers as the By-Laws of this 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. Until such election is held, the following persons shall serve as corporate officers:

NAME	ADDRESS	OFFICE
JERRY WOOD	325 Beaver Lake Road Tallahassee, FL 33312	President

ARTICLE X INCORPORATOR

The name and address of the person signing these Articles (the Incorporator) is:

NAME	ADDRESS
JERRY WOOD	325 Beaver Lake Road Tallahassee, FL 33312

ARTICLE XI SPECIAL PROVISIONS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors of this Corporation.

ARTICLE XII INDEMNIFICATION

The Corporation shall indemnify any director or officer or any former director or officer, to the full extent permitted by law.

ARTICLE XIII REMOVAL OF DIRECTORS

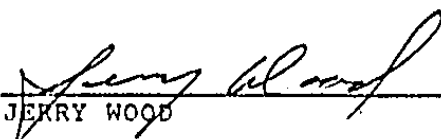
The Members of this Corporation, as defined by the By-Laws, shall be entitled to remove any director from office at any time for any reason whatsoever, whether or not there is cause for removal.

ARTICLE XVI AMENDMENT

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to

a quorum of members for their vote. Amendments may be adopted by a vote of two-thirds (2/3) of a quorum of members of the Corporation.

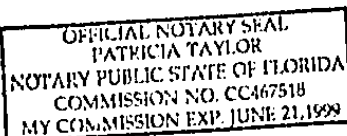
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation on this 12th day of ~~February~~, 1996. March


JERRY WOOD

STATE OF FLORIDA)
COUNTY OF LEON)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, JERRY WOOD, to me personally known or who furnished personally known as identification, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Tallahassee, in said County and State, this 12th day of ~~February~~, 1996. March

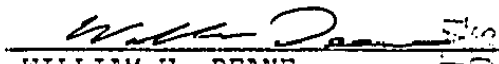



Notary Public

ACCEPTANCE BY REGISTERED AGENT

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

DATED this 13 day of February, 1996.


WILLIAM W. DEANE

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96 APR -5 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA