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**H. FRANK WINN, JR.**

ATTORNEY AT LAW  
322 SOUTH ALCANIZ STREET  
SEVILLE SQUARE  
PENSACOLA, FLORIDA 32501

January 25, 2000

MAIL: POST OFFICE BOX 150  
PENSACOLA, FLORIDA 32591-0150  
TELEPHONE: (850) 434-6214  
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Secretary of State  
Corporate Division  
P.O. Box 6327  
Tallahassee, FL 32314

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-01/27/00--01065--010  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: CITIZENS PRESERVATION COUNCIL, INC.

Dear Sir or Madam:

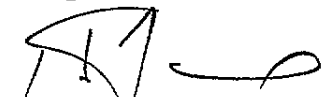
Please find enclosed original and one copy each of  
Articles of Incorporation and Registered Agent's Certificate.

Also enclosed is check in the amount of \$78.75 as  
follows:

Filing fee -----	\$ 35.00
Certified copy -----	8.75
Registered Agent fee -----	<u>35.00</u>
Total -----	<u>\$ 78.75</u>

Please file the original of the enclosed Articles  
Incorporation and Registered Agent's Certificate and return  
certified copy to the undersigned.

Very truly yours,



H. FRANK WINN, JR.

HFWjr/jkf

Encs.

cc: Larry Carter, President

FILED  
2000 JAN 27 AM 11:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A. Howell FEB 2 2000

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ARTICLES OF INCORPORATION  
OF  
CITIZENS PRESERVATION COUNCIL, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
NAME

The name of the Corporation is CITIZENS PRESERVATION  
COUNCIL, INC.

ARTICLE II  
NOT FOR PROFIT

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Trustees or Officers, except to the extent permissible under law.

ARTICLE III  
DURATION

The duration (term) of the Corporation is perpetual.

ARTICLE IV  
PURPOSE

The Corporation is organized and shall be operated exclusively for the following purposes:

A. To maintain a watch and implement a concerted effort by any legal means to preserve and protect our environment, including Rivers, Creeks, Streams, Flora, Fauna, and clean air.

B. To be a voice for the people in protecting waterways, endangered species, plant and animal life.

C. To prevent irrevocable damage to our waterways and water sheds.

D. To protect the historic names of local rivers, creeks, streams, ponds, lakes, springs, and adjacent properties.

E. To maintain a watch on government agencies and their permitting practices that would allow progress at the expense of our natural resources.

F. To work with our local and state agencies to insure continuity in achieving the previously mentioned goals and ideals.

G. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

H. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

#### ARTICLE V LIMITATION

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Trustees or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV (Purpose) hereof.

#### ARTICLE VI MEMBERS

The Corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

<u>Name</u>	<u>Address</u>
Larry Carter	2649 Holmes Creek Road Vernon, FL 32462
Peggy Dobbins	2740 Traverse Drive Vernon, FL 32462

Bill Dobbins	2740 Traverse Drive Vernon, FL 32462
Paul Musholt	1023 Harrison Avenue Panama City, FL 32401
David Musholt	2738 Traverse Drive Vernon, FL 32462
Walter F. Marshall	2650 Holmes Creek Road Vernon, FL 32462
Jerome Johnson	5000 Creek Road Vernon, FL 32462

VII  
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of the corporation is 2649 Holmes Creek Road, Vernon, FL 32462, and the mailing address of the corporation is P.O. Box 530, Vernon, FL 32462.

VIII  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 2649 Holmes Creek Road, Vernon, FL 32462, and the name of its initial Registered Agent at that address is LARRY CARTER.

IX  
INITIAL BOARD OF TRUSTEES

The management of the Corporation shall be vested in a Board of Trustees. The number of Trustees constituting the initial Board of Trustees is seven (7). The number of Trustees may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3). The Voting Members shall elect the Trustees annually. The name and address of each initial Trustee of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Larry Carter	2649 Holmes Creek Road Vernon, FL 32462
Peggy Dobbins	2740 Traverse Drive Vernon, FL 32462

Bill Dobbins	2740 Traverse Drive Vernon, FL 32462
Paul Musholt	1023 Harrison Avenue Panama City, FL 32401
David Musholt	2738 Traverse Drive Vernon, FL 32462
Walter F. Marshall	2650 Holmes Creek Road Vernon, FL 32462
Jerome Johnson	5000 Creek Road Vernon, FL 32462

#### ARTICLE X OFFICERS

The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Trustees (and may be removed by the Board of Trustees) at such time and in such manner as may be prescribed by the Bylaws.

President: Larry Carter  
2649 Holmes Creek Road  
Vernon, FL 32462

Secretary: Peggy Dobbins  
2740 Traverse Drive  
Vernon, FL 32462

Treasurer: Peggy Dobbins

#### ARTICLE XI INCORPORATOR

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

Larry Carter  
2649 Holmes Creek Road  
Vernon, FL 32462

ARTICLE XII  
BYLAWS

The Bylaws of the Corporation are to be made and adopted by the Board of Trustees, and may be altered, amended or rescinded by the Board of Trustees.

ARTICLE XIII  
AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Trustees and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, or as set forth in the Bylaws; or by majority vote of the Board of Trustees, certified by the President and Secretary of the Corporation.

ARTICLE XIV  
INDEMNIFICATION

The Corporation shall indemnify each Officer and Trustee, including former Officers and Trustees, to the full extent permitted by the laws of the State of Florida.

ARTICLE XV  
NONSTOCK BASIS

This Corporation is organized on a nonstock basis. This Corporation shall not issue shares of stock.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation, on this 25th day of January, 2000.

  
LARRY CARTER, Incorporator

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 25th day of January, 2000, by LARRY CARTER, who is


personally known to me or who has produced

as identification.

(SEAL)



NOTARY PUBLIC:

Sign: 

Print: H. Frank Winn, Jr.

My Commission expires: 8/23/2002

FILED

2000 JAN 27 AM 11: 18

REGISTERED AGENT'S CERTIFICATE

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the corporation is CITIZENS PRESERVATION COUNCIL, INC.
2. The name and address of the registered agent and office is:

LARRY CARTER  
2649 Holmes Creek Road  
Vernon, FL 32462

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.

  
LARRY CARTER

Date: January 25, 2000