

N00000001541



ACCOUNT NO. : 072100000032

REFERENCE : 611452 7197286

AUTHORIZATION :

COST LIMIT : \$ 70

Patricia Prieto

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAR -3 PM 3:38

ORDER DATE : March 3, 2000

ORDER TIME : 2:22 PM

ORDER NO. : 611452-005

CUSTOMER NO: 7197286

900003157629-12

CUSTOMER: Ms. Vanessa L. Prieto
SHUTTS & BOWEN LLP
SHUTTS & BOWEN LLP
Suite 2000
200 East Broward Boulevard
Fort Lauderdale, FL 33301

DOMESTIC FILING

NAME: THE MITIGATION INSTITUTE,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich

EXAMINER'S INITIALS:

632

W000-5868

RECEIVED
00 MAR -3 PM 3:18
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
[Signature]



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAR -3 PM 3:38

March 6, 2000

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: THE MITIGATION INSTITUTE, INC.
Ref. Number: W00000005868

RESUBMIT

Please give original
submission date as file date.

We have received your document for THE MITIGATION INSTITUTE, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The purpose contained in your articles of incorporation should be more specific. Please correct your articles to reflect the specific purpose for which the corporation is being organized.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 500A00012180

RECEIVED
00 MAR -8 PM 3:08
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

THE MITIGATION INSTITUTE, INC.

(a Florida corporation, not for profit)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAR -3 PM 3: 38

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 617 of the *Florida Statutes*, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME AND LOCATION OF PRINCIPAL OFFICE

The name of the corporation is: THE MITIGATION INSTITUTE, INC., a Florida corporation, not for profit. The address of the initial principal office of the corporation is: c/o Lewis J. Lantin, 805 East Broward Blvd., Suite 201, Ft. Lauderdale, Florida 33301.

ARTICLE II - DURATION

This Corporation shall have perpetual existence, until dissolved by due process of law.

ARTICLE III - PURPOSE

To promote public awareness of the merits of wetlands and habitat conservation mitigation solutions.

ARTICLE IV - DEDICATION AND DISTRIBUTION OF ASSETS

(1) No part of the net earnings of the corporation shall inure to the benefit of any Member, Director, or Officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of

its purposes) and no Member, Director, or Officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

(2) In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which are exempt as organizations described in section 501(c)(3) and 170(c)(2) of the *Internal Revenue Code* of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purposes.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this Corporation is: Lewis J. Lautin, whose address is: 805 East Broward Blvd., Suite 201, Ft. Lauderdale, Florida 33301.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

(1) Board of Directors. The powers of the corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The corporation shall have three (3) Directors initially. The number of Directors of the corporation may be increased or diminished from time to time by the Bylaws but shall never be less than three (3). The method of selection of Directors is stated on the Bylaws of this corporation.

(2) The Directors named herein as the first Board of Directors shall hold office until the first meeting of Members at which time an election of Directors shall be held. Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year or until the first annual meeting of Members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at the principal office of the corporation, or

at such other place or places as the Board of Directors may designate from time to time by resolution.

(3) Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all Members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and Bylaws of the corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

(4) The names and addresses of such initial Members of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Lewis J. Lautin	805 East Broward Blvd. Suite 201 Ft. Lauderdale, FL 33301
David L. John	805 East Broward Blvd. Suite 201 Ft. Lauderdale, FL 33301
George I. Platt	200 East Broward Blvd. Suite 2000 Ft. Lauderdale, FL 33301

ARTICLE VII - CORPORATE OFFICERS

(1) Corporate Officers. The Board of Directors shall elect the following Officers: President, Vice President, Secretary, and Treasurer, and may elect such other Officers as the Bylaws of the corporation may authorize, from time to time. Initially, such Officers are as follows:

Lewis J. Lautin, President

David L. John, Vice President

George I. Platt, Secretary and Treasurer

(2) The Officers named herein as the first Officers shall hold office until the first meeting of Members, at which time an election of Officers shall be held. Officers elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year or until the first annual meeting of Members following the election of Officers and until the qualification of the successors in office.

ARTICLE VIII - MEMBERSHIP

The membership of the corporation shall consist of all persons hereinafter named as Directors and all other persons as, from time to time hereafter, may be elected to membership by the Board of Directors. Qualification for membership shall be satisfied by all persons expressing an interest in the purposes of the corporation. The Directors shall from time to time prescribe form and manner in which application may be made for membership, and members may be admitted by the Board of Directors only. The authorized number of the Members of the corporation, the different classes of membership (if any), the voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof shall be set forth in the Bylaws.

ARTICLE IX - AMENDMENTS TO ARTICLES OF INCORPORATION

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation. In accordance with the provisions of Chapter 617 of the *Florida Statutes*, an amendment to these Articles of Incorporation may be proposed by any Member of the corporation, but such amendment shall be deemed to have been adopted only after receiving an affirmative vote of two-thirds of the Members of the entire Board of Directors.

ARTICLE X - BYLAWS

The Board of Directors of the corporation shall adopt such Bylaws for the conduct of the business of the corporation and the carrying out of its purposes as such Directors as they may deem necessary from time to time. Upon notice properly given, the Bylaws may be adopted, amended, altered or rescinded by two-thirds vote of Members of the entire Board of Directors present at any regular or special meeting called for that purpose, subject to any limitations set forth in the Corporations Not for Profit Law of Florida concerning corporate action that must be authorized or approved by Members of the corporation.

ARTICLE XI - INDEMNIFICATION

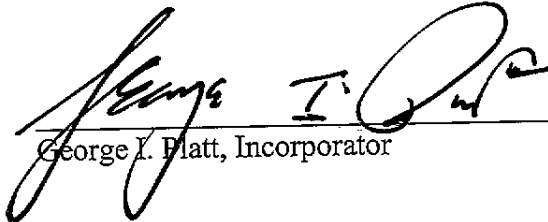
This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the fullest extent permitted by law. Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including attorneys' fees) hereafter reasonably incurred by or imposed upon him or her in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he or she is or shall be made a party by reason of his or her being or having been a Director or Officer

of the corporation (whether or not he or she is a Director or Officer of the corporation at the time he or she is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him or her) except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his or her duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled to as a matter of law.

ARTICLE XII - INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is: George I. Platt, and his address is: 200 East Broward Blvd., Suite 2000, Ft. Lauderdale, Florida 33301.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 1 day of March, 2000.


George I. Platt, Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 1 DAY OF March, 2000.



Lewis J. Lautin, Registered Agent

FTLDOCS 5004760.1 VLP

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DIVISION OF CORPORATIONS
00 MAR -3 PM 3:38