

Division of Corporations

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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From:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

SAVE OKEECHOBEE SOIL, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 27, 2000

EMPIRE

SUBJECT: SAVE OKEECHOBEE SOIL, INC.
REF: W00000007869

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

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.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan
Document Specialist

FAX Aud. #: E00000012936
Letter Number: 400A00016279

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ARTICLES OF INCORPORATION
OF
SAVE OKEECHOBEE SOIL, INC.
A Florida Corporation Not for Profit

The undersigned, all of whom are of full age, hereby voluntarily associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, (1997), and certify as follows:

ARTICLE ONE
Name and Address

1.1 Name. The name of the corporation shall be SAVE OKEECHOBEE SOIL, INC., a corporation not for profit. (For convenience the corporation shall hereinafter be referred to as the "Corporation".)

1.2 Address. The Principal office of the corporation shall initially be located at 55 East Ocean Blvd., Stuart, FL 34994.

ARTICLE TWO
Purpose

2.1 Purpose. The general purpose for which the corporation is organized is any lawful purpose not in conflict with Chapter 617, Fla. Statutes. Such purposes include, but are not limited to, charitable, benevolent, eleemosynary, educational, historical, civic, patriotic, political, religious, social, fraternal, literary, cultural, athletic, scientific, agricultural, horticultural, animal husbandry, and professional, commercial, industrial, or trade association purposes.

2.2 The corporation does not contemplate pecuniary gain or profit to the members thereof.

2.3 Distribution of Income. The corporation shall make no distribution of income to and no dividend shall be paid to its members, directors, or officers.

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William E. Guy, Jr., Esq.
55 E. Ocean Blvd.
Stuart, FL 34994
(861) 286-7372
Fla. Bar No.: 367206

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TALLAHASSEE, FLORIDA

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ARTICLE THREE Powers

3.1 Common Law and Statutory Powers. The corporation shall have all of the common-law and statutory powers of a corporation not for profit and not in conflict with Chapter 617, Fla. Statutes.

3.2 Assets Held in Trust. All funds and properties acquired by the Corporation and the proceeds thereof shall be held in trust for the members in accordance with the provisions of the Declaration, these Articles of Incorporation and the Bylaws of the Corporation. Upon dissolution or liquidation, any assets remaining shall be distributed back to the members, then current, pro-rata.

3.3 Limitation on Exercise of Powers. The powers of the Corporation shall be subject to and shall be exercised in accordance with the provisions of these Articles and the Bylaws of the Corporation.

ARTICLE FOUR MEMBERS

4.1 Members. The members of the Corporation shall consist of all of those persons who share the goals of the corporation.

4.2 Change of Members. Change of Members in the Corporation shall be as established in the ByLaws.

4.3 Limitation on Transfer of Shares of Assets. The share of a member in the funds and assets of the Corporation cannot be assigned, hypothecated or transferred in any manner.

4.4 Voting. There shall be only one class of voting membership. Each member shall be entitled to at least one vote as a member of the Corporation. The exact number of votes to be cast and the manner of exercising voting rights shall be determined by the Bylaws of the Corporation.

4.5 Meetings. All membership meetings shall be held in Okeechobee or Martin County, Florida.

ARTICLE FIVE DIRECTORS

5.1 Board of Directors. The affairs of the Corporation shall be managed by the Board of Directors consisting of the number of Directors determined by the Bylaws, but in no event less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors. Directors need not be members of the Corporation.

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5.2 Election of Directors. The Directors of the Corporation shall be elected at the annual meeting of the members in the manner determined by the Bylaws of the Corporation. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws of the Corporation.

5.3 First Election of Directors. The first annual election of Directors by the membership shall not be held until March, 2001, or until Declarant elects to terminate its control of the Corporation, whichever occurs first. The Directors named in these Articles shall serve until such election and any vacancies in their number occurring before the first election shall be filled by the remaining Directors.

5.4 First Board of Directors. The names and residence addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

BRENDA K. BURNSED, President, Secretary/Treasurer
4409 S.E. Bayshore Terrace
Stuart, FL 34997

JAMES A. BURNSED, Vice President
4409 S.E. Bayshore Terrace
Stuart, FL 34997

KIMBERLY BURNSED
4409 S.E. Bayshore Terrace
Stuart, FL 34997

5.5 Meetings. All directors' meetings shall be held in Martin County, Florida.

ARTICLE SIX

Officers

6.1 Officers. The affairs of the Corporation shall be administered by a President, Vice President and Secretary-Treasurer and such other officers as may be designated in the Bylaws of the Corporation. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Corporation and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

BRENDA K. BURNSED, President, Secretary/Treasurer
4409 S.E. Bayshore Terrace
Stuart, FL 34997

JAMES A. BURNSED, Vice President
4409 S.E. Bayshore Terrace
Stuart, FL 34997

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ARTICLE SEVEN

Indemnification

7.1 Indemnification. Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including legal fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been an director or officer of the Corporation, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approve such settlement and reimbursement as being for the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE EIGHT

Bylaws

8.1 Bylaws. The Bylaws of the Corporation shall be adopted by the members and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE NINE

Amendments

9.1 Amendments. Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

- (a) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.
- (b) A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Corporation. Such approvals must be not less than 67% of the entire membership of the Board of Directors. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting.

ARTICLE TEN

Term

10.1 Term. The term of the Corporation shall be perpetual.

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ARTICLE ELEVEN
Registered Agent

11.1 Registered Agent. The street address of the Corporation's initial registered office and the name of its initial Registered Agent at such address is as follows:

Name	Address
WILLIAM E. GUY, JR.	55 EAST OCEAN BLVD., STUART, FL 34994

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of SAVE OKEECHOBEE SOIL, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 22nd day of March, 2000.


WILLIAM E. GUY, JR.

ARTICLE TWELVE
Subscribers

12.1 Names and Addresses. The names and residence addresses of the subscribers of these Articles of Incorporation are as follows:

BRENDA K. BURNSED, President, Secretary/Treasurer
4409 S.E. Bayshore Terrace
Stuart, FL 34997

JAMES A. BURNSED, Vice President
4409 S.E. Bayshore Terrace
Stuart, FL 34997

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IN WITNESS WHEREOF, the subscribers have hereto affixed their signature on this
22nd day of MARCH, 2000.

Brenda K. Burnsed
BRENDA K. BURNSED,
President, Secretary, Treasurer

James A. Burnsed
JAMES A. BURNSED,
Vice President

STATE OF FLORIDA
COUNTY OF MARTIN

I HEREBY CERTIFY that on the 22nd day of MARCH, 2000 before me, officers
duly authorized and acting, personally appeared BRENDA K. BURNSED and JAMES A.
BURNSED to me well known to be the persons described in and who executed the foregoing
Articles of Incorporation of SAVE OKEECHOBEE SOIL, INC., for the purposes expressed in
said Articles, and they acknowledged then and there before me that they executed said instrument.

WITNESS my hand and official seal at MARTIN County, FLORIDA, this the
22nd day of MARCH, 2000.

(Notary Seal)



Patricia Dwyer
Commission # 00130333
Expires May 23, 2003
Resides: Tallahassee, Florida
Atlantic Bonding Co., Inc.

Patricia Dwyer
Notary Public
My Commission Expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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