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FILED
00 OCT -6 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 28, 2000

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
409 East Gaines Street
Tallahassee, Florida 32301

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*****78.75 *****78.75

Gentlemen:

Re: The Nature Foundation, Inc.

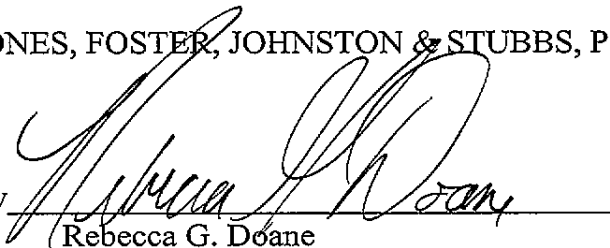
Enclosed are the original and a copy of the Articles of Incorporation of the captioned proposed non-profit corporation. Please file the original and return the copy certified.

A check in the amount of \$78.75 is enclosed to cover the \$35.00 filing fee, the \$8.75 fee for the certified copy, and the \$35.00 Registered Agent fee.

Sincerely yours,

JONES, FOSTER, JOHNSTON & STUBBS, P.A.

By


Rebecca G. Doane

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Enclosures

Rebecca G. Doane GAVE

AUTHORIZATION BY PHONE TO

CORRECT R/A Stent.

DATE 10/10/00

DOC. EXAM Denis Brower

D. BROWN OCT 10 2000

ARTICLES OF INCORPORATION
OF
THE NATURE FOUNDATION, INC.

FILED
00 OCT -6 PM 12:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A FLORIDA CORPORATION NOT FOR PROFIT

These Articles of Incorporation are filed pursuant to Florida Statutes, Chapter 617.

ARTICLE I - Name

The name of this corporation is THE NATURE FOUNDATION, INC. (hereafter referred to as the Corporation.)

ARTICLE II - Duration

The duration of this corporation is perpetual, and the corporate existence will commence on the filing of the original articles by the Department of State.

ARTICLE III - Purpose

Section 1. Purposes. The purposes for which the Corporation is formed are to promote the services, activities, objectives, and general non-profit charitable purposes of the Friends of MacArthur Beach State Park, Inc.; to solicit and accept gifts of money and property in order to carry out the purposes and objectives of the Corporation; to promote, develop, and hold events, productions, and activities for fund raising purposes; to operate facilities for the acceptance of gifts and for resale to the public; to raise funds in furtherance of the non-profit charitable purposes of the Corporation; and generally to do all things lawful and permissible to enhance the rendering of services by John D. MacArthur Beach State Park and to meet and satisfy the expenses thereof; all in a matter consistent with Section 501(c)(3) of the Internal Revenue Code, 1986, as amended.

Section 2. Not-for-profit Organization. The Corporation is organized exclusively for charitable, scientific, and educational purposes as a not-for-profit corporation, and its activities shall be conducted for the aforesaid purposes and in such a manner that no part of its net earnings shall inure to the benefit of any

member, trustee, officer, or any other person; except that 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 section 1 of this Article III. 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code. Upon dissolution of the Corporation, and after payment of its just debts and liabilities, all remaining assets shall be distributed to the Friends of MacArthur Beach State Park, Inc., but if not in existence then to Palm Beach Martin County Community Foundation but if not in existence to an organization or organizations enjoying an exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

ARTICLE IV - Board of Trustees

There shall be no less than three (3) nor more than fifteen (15) members of the Board of Trustees of the Corporation. The affairs of the Corporation will be managed by the Board of Trustees pursuant to chosen powers, duties and responsibilities set forth in the Corporation's Bylaws. A majority of the Trustees shall be members of the Board of Directors of the Friends of MacArthur Beach State Park, Inc. The names and addresses of the six (6) persons who are to serve as initial Trustees until the first election thereof are as follows:

1. Theodore G. Thoburn, Comerica Bank, 2401 PGA Blvd., Suite 198, Palm Beach Gardens, FL 33410
2. Ellen H. Crittenden, 2366 Wilsee Road, Palm Beach Gardens, FL 33410

3. William J. Hyland, Jr., Watterson, Hyland & Klett, P.A., 4100 RCA Blvd., Suite 100, Palm Beach Gardens, FL 33410
4. Rebecca G. Doane, Jones Foster Johnston & Stubbs, P.A., P.O. Box 3475, West Palm Beach, FL 33402-3475
5. Marilyn K. Omura, 11911 U.S. Highway One, Suite 207, North Palm Beach, FL 33408
6. Lynn M. Focht, Watterson, Hyland & Klett, 4100 RCA Blvd., Suite 100, Palm Beach Gardens, FL 33410

ARTICLE V - Limitations of Powers

Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law.

ARTICLE VI - Principal Office, Registered Office and Agent

The principal office of the Corporation shall be at c/o Jones, Foster, Johnston & Stubbs, P.A., Suite 1100, 505 South Flagler Drive, West Palm Beach, Florida 33401, or at a location agreed to by the Board of Trustees of the Corporation. The registered office of the Corporation shall be located at c/o Jones, Foster, Johnston & Stubbs, P.A., Suite 1100, 505 S. Flagler Drive, West Palm Beach, FL 33461. The registered agent of the Corporation at this address shall be Rebecca G. Doane.

ARTICLE VII - Members

The Corporation shall have two classes of members. The first class shall be comprised of one member who shall be the sole voting member. The voting member shall be solely responsible for electing the Board of Trustees of the Corporation pursuant to procedures outlined in the Corporation's Bylaws. The voting member shall be the only member authorized to amend these Articles of Incorporation. Other matters reserved to the sole voting member shall be authorized from time to time in the Corporation's Bylaws.

The voting member shall be the **Friends of MacArthur Beach State Park, Inc.**

The second class of members shall be comprised of Honorary Non-voting members who shall be nominated from time to time by the Board of Trustees, and shall have such power and authority as is granted to them from time to time by these Articles, the Corporation's Bylaws, or the board of Trustees of the Corporation. Non-voting members will be required to understand the purposes of the Corporation and shall have an interest in working for and supporting the functions of the Corporation. Persons meeting such qualifications will be admitted in the following manner:

1. Candidates for non-voting membership shall be sponsored in accordance with such rules and regulations as the Board of Trustees may, from time to time, adopt.
2. New non-voting members will be welcomed biannually at times determined by the Board.
3. Formal letters of invitation will be made available to prospective non-voting members.

ARTICLE VIII - Amendments to Articles of Incorporation and Bylaws

The Articles of Incorporation may be amended only by the voting member. The By-Laws of the corporation may be amended by a majority vote of the Board of Trustees.

ARTICLE IX - Dissolution

Upon the dissolution of the Corporation, assets shall be distributed to Friends of MacArthur Beach State Park, Inc., if it is a qualified 501(c)(3) organization, and if not then to Palm Beach Martin County Community Foundation, but if it too is not qualified then 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, then the assets shall be distributed to any 501(c)(3). Any such assets not so disposed of shall be disposed of by the court of competent jurisdiction of the county in which the principal office of the

Corporation is then located, exclusively for the aforementioned purposes.

ARTICLE X - Incorporator

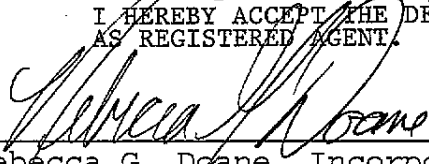
The name and residence address of the subscriber of these Articles of Incorporation is:

Name	Address
Rebecca G. Doane	Jones Foster Johnston & Stubbs, P.A. P.O. Box 3475 West Palm Beach, FL 33402-3475

ARTICLE XI

IN WITNESS WHEREOF, I have subscribed my name this 29 day of Sept, 2000.

I HEREBY ACCEPT THE DESIGNATION
AS REGISTERED AGENT.



Rebecca G. Doane, Incorporator /
Registered Agent

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