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FLORIDA NON-PROFIT CORPORATION

WCI MITIGATION, INC.

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**ARTICLES OF INCORPORATION
OF
WCI MITIGATION, INC.**

The undersigned incorporator hereby forms a not for profit corporation (the "Corporation") under the laws of the State of Florida as follows:

ARTICLE I

Name, Principal Place of Business, and Mailing Address

The name of the Corporation is: WCI Mitigation, Inc. The principal place of business and mailing address is: 24301 Walden Center Drive, Bonita Springs, Florida 34134.

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 Florida Department of State and the Corporation shall have perpetual existence thereafter.

ARTICLE III

Purpose

The Corporation is organized and shall be operated exclusively for scientific, educational, and charitable purposes, including, for such purposes the following:

To serve as escrow agent for funds used to pay for the perpetual maintenance of certain property in Hendry County, Florida, in order to preserve and maintain upland panther habitat and wetlands pursuant to a mitigation plan required and approved by the Army Corps of Engineers for such lands.

The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual, and no part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation.

ARTICLE IV

Members

The qualifications of members and the manner of admission of members shall be as specified in the bylaws of the Corporation.

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David P. Burke, Esq.

Carlton Fields

P.O. Box 3239, Tampa, FL 33601

Ph: 813-223-7000; Fax: 813-229-4133

Fla. Bar No.: 350011

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ARTICLE V
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is One Harbour Place, Suite 500, Tampa, Florida 33602, and the name of its initial registered agent at such address is Ruth B. Kinsolving.

ARTICLE VI
Directors

The Corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time and their election and appointment shall be as specified in the bylaws of the Corporation, provided that the Corporation shall always have at least three directors. The name and address of each initial director of the Corporation who shall serve until his or her successor is duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Tim Oak	24301 Walden Center Drive Bonita Springs, Florida 34134
Tom Conrecode	24301 Walden Center Drive Bonita Springs, Florida 34134
Mary Beth Ebenger	24301 Walden Center Drive Bonita Springs, Florida 34134

ARTICLE VII
Incorporator

The name and address of the incorporator signing these articles of incorporation are:

<u>Name</u>	<u>Address</u>
Ruth B. Kinsolving	One Harbour Place, Suite 500 Tampa, Florida 33602

ARTICLE VIII
Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors of the Corporation.

ARTICLE IX
Amendment

These articles of incorporation may be amended in the manner provided by law.

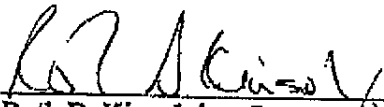
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ARTICLE X
Dissolution

Upon a dissolution of the Corporation, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusive public purpose.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 14th day of May 2001.


Ruth B. Kinsolving, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 14th day of May 2001.


Ruth B. Kinsolving, Registered Agent

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