

NO1000006177

Holland & Knight LLP
Requester's Name
315 So. Calhoun Street
Address
425-5675
City/State/Zip Phone #

FILED
01 AUG 29 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. South Martin Conservation Alliance, Inc.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

900004511239--9
-08/01/01--01051--018
*****78.75 *****78.75

☒ Walk in

☐ Pick up time

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

☐ Profit

☒ Not for Profit

☐ Limited Liability

☐ Domestication

☐ Other

AMENDMENTS

☐ Amendment

☐ Resignation of R.A., Officer/Director

☐ Change of Registered Agent

☐ Dissolution/Withdrawal

☐ Merger

OTHER FILINGS

☐ Annual Report

☐ Fictitious Name

REGISTRATION/QUALIFICATION

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Trademark

☐ Other

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 AUG - 1 AM 10:47
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

W01-17769

J. BRYAN AUG - 1 200

Examiner's Initials

6/8/01



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 1, 2001

HOLLAND & KNIGHT LLP
315 S. CALHOUN ST.
TALLAHASSEE, FL

SUBJECT: SOUTH MARTIN CONSERVATION ALLIANCE, INC.
Ref. Number: W01000017769

We have received your document for SOUTH MARTIN CONSERVATION ALLIANCE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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) 245-6929.

Joey Bryan
Document Specialist
New Filing Section

Letter Number: 901A00044487

FILED

01 AUG 29 AM 11:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SOUTH MARTIN CONSERVATION ALLIANCE, INC.**

I, the undersigned, acting as the incorporator of South Martin Conservation Alliance, Inc. adopt the following Articles of Incorporation for such corporation pursuant to chapter 617, Florida Statutes.

ARTICLE I - NAME

The name of the corporation shall be South Martin Conservation Alliance, Inc. (the "Corporation").

ARTICLE II - PURPOSES

The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provision of any future United States internal revenue law. Within the scope of the foregoing, the Corporation is specifically organized: (i) for the conservation and preservation of ecologically significant undeveloped land; (ii) for acquiring, by gift or purchase, such real property; and (iii) to engage in such other activities as are necessary, appropriate, or convenient to the furtherance of the foregoing stated purposes and permitted under the laws of Florida and of the United States.

ARTICLE III - MEMBERSHIP

The Corporation shall have one or more classes of members as provided in the bylaws of the Corporation. The number of classes of members, the qualifications and rights of each class of members, and the manner and selection of the members shall be as provided in the bylaws of the Corporation. The Corporation shall not issue capital stock.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name of the initial registered agent of the Corporation is Intrastate Registered Agent Corporation and the street address of the initial registered office of the Corporation is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

ARTICLE V - MAILING ADDRESS

The principal place of business and mailing address of the Corporation is 1001 North U.S. Highway One, Suite 207, Jupiter, Florida 33477.

ARTICLE VI - DURATION AND COMMENCEMENT OF EXISTENCE

The Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE VII - BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a board of directors consisting of at least three directors. The Corporation shall initially have three directors, and thereafter, the number of directors of the Corporation may be changed in accordance with the bylaws of the Corporation, provided that the number of directors shall never be less than three. The qualifications to serve as a director, the terms for which the directors shall serve, the rights and powers of the directors, and the manner and selection of the directors shall be as specified in the bylaws of the Corporation. The names and addresses of the persons who are to serve as the initial directors until the first annual meeting or until their successors are elected and qualify are:

George H. Bullen
414 S. Beach Road
Hobe Sound, Florida 33455

Silas S. Cathcart
400 S. Beach Road
Hobe Sound, Florida 33455

William H. Moore
426 S. Beach Road
Hobe Sound, Florida 33455

Scott Newquist
398 S. Beach Road
Hobe Sound, Florida 33455

ARTICLE VIII - DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation to one or more organizations that qualify for exemption from federal income tax as organizations described in Section 501(c)(3) of the Code or the corresponding section of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX - LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members or other private persons, 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 Article II. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Code), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or corresponding provisions of any future United States

internal revenue law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or corresponding provisions of any future United States internal revenue law.

ARTICLE X - BYLAWS

The board of directors of the Corporation shall have the exclusive power to adopt, amend and repeal the bylaws of the Corporation, as more fully provided in the bylaws.

ARTICLE XI - AMENDMENTS

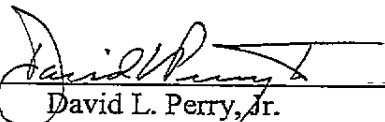
The Corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law.

ARTICLE XII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is David L. Perry, Jr., P.A., 625 N. Flagler Drive, Suite 700, West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 2nd day of August, 2001.

DAVID L. PERRY, JR., P.A.

By: 
David L. Perry, Jr.
President

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

That South Martin Conservation Alliance, Inc., desiring to organize under the laws of the State of Florida, has named Intrastate Registered Agent Corporation as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation at 701 Brickell Avenue, Suite 3000, Miami, Florida 33131, the undersigned corporation hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a registered agent, and accepts the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 31st day of July, 2001.

**INTRASTATE REGISTERED AGENT
CORPORATION**

By: _____

David L. Perry, Jr.
David L. Perry, Jr.
Vice President

FILED
01 AUG 29 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA