

N02000001243

TRANSMITTAL LETTER

RECEIVED AND FILED
02 FEB 20 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: WOODVILLE KARST PLAIN PROJECT, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

RECEIVED
02 FEB 20 AM 9:18
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FROM: CHRISTOPHER WERNER
Name (Printed or typed)

PO BOX 3031
Address

TALLAHASSEE, FL 32315
City, State & Zip

850-591-2805
Daytime Telephone number

300004960393--6
-02/20/02--01019--006
*****87.50 *****87.50

NOTE: Please provide the original and one copy of the articles.

Werner

STATE OF FLORIDA
ARTICLES OF INCORPORATION
FOR
WOODVILLE KARST PLAIN PROJECT, INC.

APPROVED
AND
FILED
02 FEB 20 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be Woodville Karst Plain Project, Inc.

ARTICLE II - PRINCIPLE OFFICE

The principle place of business and mailing address of this corporation shall be:
P.O. Box 3031
Tallahassee, Florida 32315

ARTICLE III - PURPOSE

The corporation is organized exclusively for charitable, educational, and scientific purposes as defined in Section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these Articles of Incorporation:

- a No part of the net earnings of the corporation shall inure to the benefit of any director of the corporation, 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). No director, officer or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- b The corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization,

contributions to which are deductible under 170(c)(2) of the Internal Revenue Code and Regulations as they now exist or as they may hereafter be amended.

- c Upon dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended.
- d The corporation is organized pursuant to the Florida Non-Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes.

ARTICLE IV - DIRECTORS

The business and affairs of the corporation shall be managed by a Board of Directors which shall initially consist of three (3) Directors, but which number may be increased from time to time by the Bylaws of the Corporation but which shall never be less than three (3). The Bylaws shall provide for the method of selecting and the method of determining the number of directors.

ARTICLE V - OFFICERS

The officers of the corporation shall consist of a president, vice-president, secretary, treasurer, and other officers as the Board of Directors may from time to time by resolution create. The officers shall serve at the pleasure of the Board of Directors, and the Bylaws may provide for (1) the removal from office of officers; (2) for filling vacancies, and (3) for the duties of the officers.

ARTICLE VI - REGISTER AGENT

The name and street address of the initial register agent is:

Christopher Werner
2309 Eastgate Way
Tallahassee, FL 32308

ARTICLE VII - INCORPORATOR

The name and street address of the Incorporator is:

Christopher Werner
2309 Eastgate Way
Tallahassee, FL 32308

ARTICLE VIII - EFFECTIVE DATE

The effective date of these Articles *date of filing.*

RECORDED
FILED
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TALLAHASSEE, FLORIDA

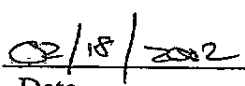
ARTICLE IX - Indemnification of Directors and Officers:

Each Director and each officer or former Director or officer of the corporation shall be indemnified and may be advanced reasonable expenses by the corporation against liabilities imposed upon him or her and expenses reasonably incurred by him or her in connection with any claim against him or her, or any action, suit or proceeding to which he or she may be a party by reason of his or her being, or having been, such Director or officer and against such sum as independent counsel selected by the Directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no Director or officer shall be indemnified (a) with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance of duty, (b) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the Directors shall not deem reasonable payment made primarily with a view to avoiding expense of litigation, or (c) with respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which Directors or officers may be entitled under any bylaw, agreement, corporate resolution, vote of Directors or otherwise. The corporation shall have the power to purchase or maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law.

Having been named as registered agent to accept service of process for the above stated corporation at the pace designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Christopher Werner



Date

~~INCORPORATED~~ / REGISTERED AGENT