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++ Also Licensed in Texas

May 2, 2002

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

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-05/06/02--01094--020
*****78.75 *****78.75

RE: Articles of Incorporation / Save Our Sand Forever, Inc.

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$78.75 is enclosed which represents the following fees:

Filing fee	\$ 35.00
Certified copy	8.75
Registered agent fee	35.00
TOTAL	\$ 78.75

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Sincerely,



RICHARD L. SMITH, Esq.

RLS/sf
Encls.

cc: Roger Vogel

EFFECTIVE DATE
04-28-02

FILED
02 MAY -6 PM 1:48
STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
04-28-02

FILED

02 MAY -6 PM 1:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SAVE OUR SAND FOREVER, INC.**

These Articles of Incorporation are signed by the incorporators for the purpose of forming a corporation not for profit under the provisions of Florida Statutes, Chapter 617, as follows:

ARTICLE 1 – NAME

The name of this Corporation is **SAVE OUR SAND FOREVER, INC.**

ARTICLE 2 – PRINCIPAL PLACE OF BUSINESS

The principal place of business and the mailing address of this corporation shall be: 2070 Ringling Boulevard, Sarasota, Florida 34237.

ARTICLE 3 – PURPOSE

The purpose of the Corporation shall be to safeguard the Big Sarasota Pass ebb tidal shoal as the natural sand source for Siesta Beach.

The Corporation shall seek to provide peer review of proposals for beach renourishment on the beaches of Southwest Florida which may affect the integrity of the Big Pass ebb tidal shoal or Siesta Beach and to undertake such other action as the Board of Directors may authorize to ensure that the Big Sarasota Pass ebb tidal shoal and its natural relationship to Siesta Beach are not compromised.

The Corporation shall also explore and consider the development of a long term strategy for preserving the Big Pass Shoal / Siesta Beach ecosystem.

The Corporation may also address related issues of common concern as determined by the Board of Directors. The Corporation shall raise funds to carry out all of the above purposes.

ARTICLE 4 – MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is as set forth in the Bylaws.

ARTICLE 5 – MEMBERS

The Corporation shall have members. All members of the Corporation must agree to the purposes of the Corporation and in some manner agree to contribute or take other action to help effectuate the purposes of the Corporation. There will be two (2) classes of members in the Corporation: The two (2) classes of members are general members and special members. The general members shall be those individuals who are directors or officers of the Corporation and such other individuals as the Board of Directors may designate. The general members shall have one vote per member and shall be the only voting members of the Corporation. The special members are the non-voting members of the Corporation. There is no requirement for an annual meeting of the special members and the notification required to the special members shall be as specified in the Bylaws.

The general members shall have such rights and be subject to such notice and voting requirements as are set forth in the Bylaws of the Corporation. The termination of members, both general and special, shall be as set forth in the Bylaws. Membership certificates are not assignable.

ARTICLE 6 – CORPORATE POWERS

The corporate powers of this Corporation are all the powers as provided in Section 617.0302, Florida Statutes, as the same may be amended from time to time.

ARTICLE 7 – INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent are: Richard L. Smith, 2070 Ringling Boulevard, Sarasota, Florida 34237.

ARTICLE 8 – BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors shall be elected by the voting members of the Corporation at the annual meeting pursuant to guidelines established by the Bylaws. The Board of Directors shall have the requisite power and authority which is customarily vested in corporate directors over the business and affairs of the Corporation. The officers of the Corporation shall be as set forth in the Bylaws and shall be appointed by the Board of Directors. Vacancies and additional Director positions shall be filled by appointment of the remainder of the Board of Directors until the annual meeting.

The business of the Corporation shall be conducted by a Board of Directors consisting of the number of directors as designated by the Bylaws of the Corporation, provided that at no time shall the Bylaws designate fewer than three (3) persons as directors of the Corporation.

ARTICLE 9 – FIRST BOARD OF DIRECTORS

The names and post office addresses of the members of the first Board of Directors, all of whom shall hold office until their successors are duly selected and qualified, are as follows:

Roger Vogel, 36 Sandy Hook Road North, Sarasota, Florida 34242;
Britton Miller, 6 Sandy Hook Road North, Sarasota, Florida 34242;
Richard Frignoca, 148 Sandy Hook Road North, Sarasota, Florida 34242;
Richard Shriner, 77 Sandy Hood Road North, Sarasota, Florida 34242; and
Keye Wong, 45 Sandy Cove Road, Sarasota, Florida 34242.

ARTICLE 10 – INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Corporation shall indemnify any director or officer or any former director or officer to the full extent permitted by law and shall purchase insurance for this purpose.

ARTICLE 11 – INCORPORATORS

The names and street addresses of the incorporators for these Articles of Incorporation are:

Roger Vogel, 36 Sandy Hook Road North, Sarasota, Florida 34242;
Britton Miller, 6 Sandy Hook Road North, Sarasota, Florida 34242;
Richard Frignoca, 148 Sandy Hook Road North, Sarasota, Florida 34242;
Richard Shriner, 77 Sandy Hood Road North, Sarasota, Florida 34242; and
Keye Wong, 45 Sandy Cove Road, Sarasota, Florida 34242.

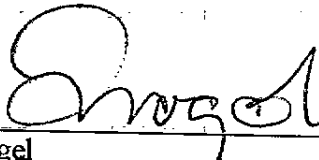
ARTICLE 12 – TERM OF EXISTENCE

The date when the corporate existence shall commence shall be the date of subscription of these Articles and the Corporation shall have perpetual existence.

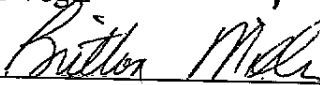
ARTICLE 13 – AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner as set forth in the Bylaws.

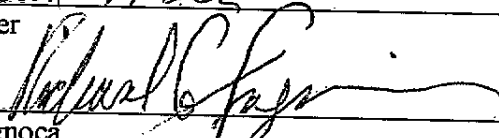
The undersigned Incorporators have executed these Articles of Incorporation this 28th
day of APRIL, 2002.



Roger Vogel



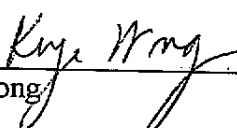
Britton Miller



Richard Frignoca



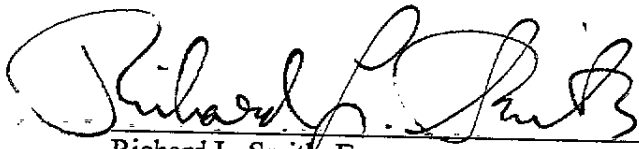
Richard Shriner



Keye Wong

ACCEPTANCE

I hereby agree, as Registered Agent, to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said Corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law. I am familiar with and accept the obligations of the position of registered agent.

May 1st, 2002
Date


Richard L. Smith, Esq.,
Registered Agent