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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 1, 2002

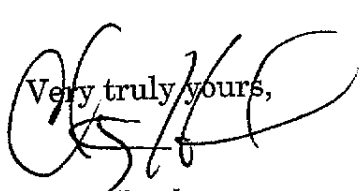
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Florida Conservation Alliance, Inc.
Florida Conservation Alliance Institute, Inc.

Enclosed is an original and one copy of articles of incorporation for Florida Conservation Alliance, Inc.; and Florida Conservation Alliance Institute, Inc. In addition two checks are enclosed, each in the amount of \$87.50. Please return a certified copy and certificate to:

Clay Henderson
200 South Orange Avenue Suite 2600
Orlando, Florida 32780
(407) 244-1103.

Very truly yours,


Clay Henderson

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-07/05/02--01071--016
*****87.50 *****87.50

**ARTICLES OF INCORPORATION
OF
FLORIDA CONSERVATION ALLIANCE INSTITUTE, INC.**

The undersigned, for the purpose of becoming incorporated under Chapter 617 of the laws of the State of Florida, applicable to corporations not for profit, do hereby submit the following Articles of Incorporation :

**ARTICLE I
CORPORATE NAME**

The name of the corporation shall be the Florida Conservation Alliance Institute, Inc. (the "corporation") and the principal office location and mailing address shall be 200 South Orange Avenue Suite 2600 Orlando, Florida 32801.

**ARTICLE II
CORPORATE PURPOSE**

This Corporation is organized exclusively for charitable, and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law. This Corporation is organized specifically to promote protection of the environment, conservation of natural resources and public education, and to engage in any lawful purposes not for pecuniary profit.

The corporation is constituted so as to attract support from contributions, directly or indirectly, from a representative number of persons in the area in which it operates and has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the Corporation is distributable to, or inures to the benefit of, its directors or officers; provided however, reasonable compensation as set by the Board of Directors may be paid for services rendered to or for 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 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 by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or by a corporation contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

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ARTICLE III CORPORATE POWERS

For such purposes, and operating without profit, and in the manner herein stated, the corporation shall have the power to:

- A. Engage in any and all activities which may be deemed necessary or appropriate for the proper and successful attainment of the objects and purposes for which this corporation was created.
- B. Solicit, accept, hold and administer contributions received by deed, gift, will, ordinance, statute or otherwise, either in trust or otherwise; to own, hold, operate and administer or dispose

ARTICLE IV BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed by, its Board of Directors. The Board of Directors shall consist of such number of persons as shall be fixed pursuant to the Bylaws from time to time, but shall not be less than the minimum number prescribed by applicable Florida law at the time the size of the Board is being fixed. The qualifications to serve as a director, the rights and powers of the directors, and the method of appointment or election of directors shall be as specified in the Bylaws.

The Corporation has three (3) directors initially, who shall serve until the organizational meeting of the Board of Directors or until their successors are elected and qualify. The names and addresses of the initial directors are:

Clay Henderson 1018 Magnolia Street New Smyrna Beach, Florida 32168

Pegeen Hanrahan 1938 NW 7th Lane Gainesville, Florida 32603-1104

Thad Altman 2106 Lionel Drive Melbourne, Florida 32940

ARTICLE V DURATION

The term for which this Corporation shall exist shall be perpetual. In the event of the dissolution of this Corporation, any assets of said corporation then remaining shall be distributed to League of Conservation Voters Education Fund whose address is 2507 Calloway Road Suite 105 Tallahassee, Florida 32303 or such organizations as shall qualify under Section 501 (c) (3) of the Internal Revenue Code of 1986 as amended.

ARTICLE VI MEMBERS

The form of membership of the organization shall be established in the bylaws.

ARTICLE VII INDEMNIFICATION

(a) The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Corporation or its subsidiaries. To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The Corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Corporation or its subsidiaries. The Corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

ARTICLE VIII AMENDMENTS AND BY LAWS

These Articles of Incorporation may be amended by the directors of the Corporation at a regular meeting or a special meeting of the directors called for that purpose by a two-thirds vote of those present. The By-Laws of this Corporation shall be made, altered and rescinded by a majority vote of the Directors present and voting at any regular meeting of the Directors or at a special meeting called for that purpose.

ARTICLE IX REGISTERED OFFICE

The street address of the initial registered office of this Corporation is 200 South Orange Avenue Suite 2600 Orlando, Florida 32801 and the name of the initial registered agent is Clay Henderson.

**ARTICLE X
INCORPORATOR**

The names and addresses of the incorporator is Clay Henderson, 200 South Orange Avenue Suite 2600 Orlando, Florida 32801.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set their hand and seal this 28th day of June, 2002.

Signed, Sealed and Delivered

In the Presence of:

Janet S. Thatcher
James P. Parker

Clay Henderson

(Type or Print Name)

**STATE OF FLORIDA
COUNTY OF ORANGE**

The foregoing Instrument was acknowledged before me this 28th day of June, 2002 by CLAY HENDERSON who is personally known to me ☒ or who has produced _____ as identification.

Janet S. Thatcher
Notary Public/State of Florida at

Large

My Commission Expires:



Janet S. Thatcher
MY COMMISSION # DD071592 EXPIRES
December 26, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

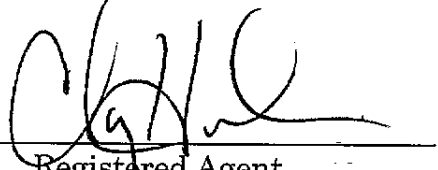
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENCY UPON
WHOM PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That Florida Conservation Alliance Institute, Inc. desiring to organize under the laws of the State of Florida, with its principal office at the City of Orlando, County of Orange, State of Florida as set forth in the Articles of Incorporation, has named Clay Henderson, located at 200 South Orange Avenue Suite 2600 Orlando, Florida 32801 as its Registered Agent to accept service of process on the corporation's behalf within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping said office.

By: 

Registered Agent

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TALLAHASSEE, FLORIDA