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TRANSMITTAL LETTER FLORIDA NOT FOR PROFIT CORPORATION

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

SENT VIA AIRBORNE EXPRESS
AIRBILL NUMBER: 3144-155-7416

FILED
02 AUG -6 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: FLORIDA ASSOCIATION OF CONSERVATION DISTRICTS, INC.

Enclosed is an original and TWO (2) copies of the Articles of Organization for the above-referenced company and a check made payable to the Florida Department of State for:

- | | | |
|-------------------------------------|---------|---|
| <input type="checkbox"/> | \$70.00 | Filing Fee |
| <input type="checkbox"/> | \$78.75 | Filing Fee & Certificate of Status |
| <input type="checkbox"/> | \$78.75 | Filing Fee & Certified Copy (additional copy enclosed) |
| <input checked="" type="checkbox"/> | \$87.50 | Filing Fee, Certified Copy, & Certificate of Status
(additional copy enclosed) |

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*****87.50 *****87.50

FROM: H. Christopher Tompkins, II, Esq.
Law Offices of H. Christopher Tompkins, II
1706 South Kings Avenue
Brandon, FL 33511-6216
813-685-7564 Ext. 1#

Please call our office if you have any questions, or need any additional information. Thank you.

155/8/6

ARTICLES OF INCORPORATION

OF

**FLORIDA ASSOCIATION OF
CONSERVATION DISTRICTS, INC.**

FILED
02 AUG -6 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associates themselves together to form a Corporation, not for profit, under Chapter 617, Florida Statutes.

ARTICLE I

NAME OF CORPORATION

The name of the corporation is FLORIDA ASSOCIATION OF CONSERVATION DISTRICTS, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Corporation is located at 1706 South Kings Avenue; Brandon, Florida 33511-6216 and the mailing address is P.O. Box 888; Brandon, Florida 33509-0888.

ARTICLE III

INITIAL REGISTERED AGENT

The street address of the initial registered agent of the Corporation is 1706 South Kings Avenue; Brandon, Florida 33511-6216 and the name of the initial registered agent is H. Christopher Tompkins, II.

ARTICLE IV

DATE OF COMMENCEMENT

The date of commencement of Corporate existence shall be upon filing with the Secretary of State. This Corporation shall have perpetual existence.

ARTICLE V

PURPOSE

This Corporation is organized for non-profit purposes as follows:

- A. To promote the Conservation of Soil and Water;
- B. To give support and assistance to Soil & Water Conservations Districts;
- C. To give support and assistance to growers and consumers regarding Soil & Water Conservation issues;
- D. To serve as a clearing house for Soil & Water Conservation Districts and as a source for individuals who wish to learn more about Soil & Water Conservation issues;
- E. To cooperate with, and assist in, implementing local and regional plans of other organizations, agencies, and others who wish to promote soil & water conservation;
- F. To exercise all of the powers enumerated in Chapter 617, Florida Statutes, as the same now exists or is subsequently amended or superseded, and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance of any of the powers herein above enumerated which are not in derogation of the laws of the State of Florida or the United States of America; provided, however, that the Corporation, in exercising any one or more powers, shall do so in furtherance of the exempt purposes for which it has been organized as described in Section 501 (c)(3) of the Internal Revenue Code of the United States of America or any amendments or additions thereto.

ARTICLE VI

ACTS AFFECTING NON-TAXABLE STATUS PROHIBITED

This Corporation is organized as a not for profit Corporation within the meaning of Section 501 (c) (3) of the Internal Revenue Code of the United States of America, and its activities shall be conducted for such purposes and in such a manner that no part of its net earnings shall inure to the benefit of any member, director, officer or individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.) 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. The Corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law. The Corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

ARTICLE VII

NON-STOCK CORPORATION

This Corporation is organized as a non-stock basis.

ARTICLE VIII

INITIAL MEMBERSHIP

The Corporation shall have a membership distinct from the Board of Directors. The authorized number and qualifications of the members of the Corporation, the manner of their admission, the voting and other rights and privileges of members shall be set forth in the Bylaws.

ARTICLE IX

INCORPORATOR

The name and mailing address of the person signing these Articles of Incorporation as the Incorporator is:

NAME

H. Christopher Tompkins, II

ADDRESS

1706 South Kings Avenue
Brandon, Florida 33511-6216

ARTICLE X

INITIAL BOARD OF DIRECTORS

The number of Directors may be increased or decreased from time and time, but shall not be more than nine (9) nor less than (3) in number. The number of the members constituting the initial Board of Directors of the Corporation is three (3). Each person serving on the Board of Directors must be citizen of the area he/she will represent, be of voting age, and subscribe to and have a working interest in the purpose and policies of the Corporation. The manner in which the directors are appointed is as stated in the Bylaws. The initial members of the Board of Directors are:

Kelly Grantham

P.O. Box 888
Brandon, Florida 33509-888

Anna R. Padron

P.O. Box 888
Brandon, Florida 33509-888

Joseph Diamond

P.O. Box 888
Brandon, Florida 33509-888

ARTICLE XI

OFFICERS

The affairs of the Corporation shall be managed by a President, Vice President, Secretary, and Treasurer and such other officers as permitted by the By-Laws. The names of the persons who shall act as officers of the Corporation until the election of his/her successor are:

President
Secretary
Treasurer

Kelly Grantham
Anna R. Padron
Joseph Diamond

The above-named officers shall serve until the first organizational meeting of the Board of Directors and shall hold office for a one (1) year period from the date of their selection.

ARTICLE XII

DISSOLUTION

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding section of any future Federal tax code, or shall be distributed to the federal, state or local government for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction, in the county in which the principal office of the organization is then located, exclusively for such purposes.

ARTICLE XIII

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Council and approved at a Council meeting by at least a majority of the members entitled to vote, unless all the Directors and all the Council members sign a written statement manifesting their intentions that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the Incorporator of this Corporation, have executed these Articles of Incorporation this 5TH day of March, 2002.


H. CHRISTOPHER TOMPKINS, II

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of FLORIDA ASSOCIATION OF CONSERVATION DISTRICTS, INC.


H. CHRISTOPHER TOMPKINS, II

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA