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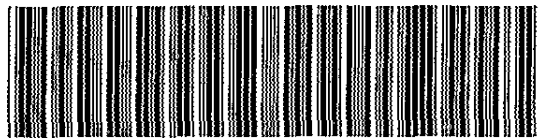
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KIRK - PINKERTON

A PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

JAMES E. KIRK, 1902-1983

JOHN C. PINKERTON, 1916-1997

DONALD C. McCLELLAND, JR., RETIRED

ROBERT J. CARR
WILLIAM C. STROBE
L. HOWARD PAYNE***
L. NORMAN VAUGHAN-BIRCH***
TIMOTHY S. SHAW
WILLIAM E. ROBERTSON, JR.
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*BOARD CERTIFIED IN WILLS, TRUSTS
AND ESTATES
**BOARD CERTIFIED BUSINESS
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***BOARD CERTIFIED REAL ESTATE LAW LAWYER
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Reply to:
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Bradenton, FL 34205
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941-744-9691 fax

February 3, 2003

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

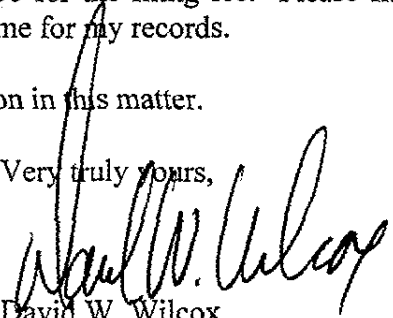
RE: Articles of Incorporation
Florida Trail Trust Fund, Inc.

Dear Sir/Madame:

Enclosed herewith please find an original and one copy of Articles of Incorporation of the above referenced corporation. Also enclosed is my check in the amount of \$70.00 for the filing fee. Please file the articles and return a stamped copy to me for my records.

Thank you for your cooperation in this matter.

Very truly yours,


David W. Wilcox

DWW: bbw
Enclosures

**ARTICLES OF INCORPORATION
OF
FLORIDA TRAIL TRUST FUND, INC.**

**ARTICLE ONE
NAME**

The name of this corporation is **FLORIDA TRAIL TRUST FUND, INC.**

**ARTICLE TWO
STATEMENT OF CORPORATION NATURE**

This is a not for profit corporation organized exclusively for charitable, religious, educational and scientific purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; including, but not limited to facilitating the acquisition of funding to create the Florida Trail.

**ARTICLE THREE
TERM**

This corporation shall have a perpetual existence.

**ARTICLE FOUR
MEMBERSHIP**

The corporation may have one or more classes of members. Designation of classes, manner of election or appointment, the duration of membership and qualifications and rights, shall be set forth in the bylaws of the corporation.

**ARTICLE FIVE
INCORPORATOR**

The name and address of the incorporator of the corporation is David W. Wilcox, Esquire,
1301 6th Avenue West, Suite 401, Bradenton, Florida 34205.

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ARTICLE SIX
LOCATION OF PRINCIPAL OFFICE
AND IDENTIFICATION OF REGISTERED AGENT

A. The county in the State of Florida where the initial principal office for the transaction of the business of this corporation is to be located in the County of Manatee at 4311 Manatee Avenue West, Suite 210, Bradenton, FL 34209. The mailing address of the corporation is 4311 Manatee Avenue West, Suite 210, Bradenton, FL 34209.

B. The name and address of this corporation's registered agent is DAVID W. WILCOX, Esquire, 1301 6th Avenue West, Suite 401, Bradenton, Florida 34205.

ARTICLE SEVEN
MANAGEMENT OF CORPORATE AFFAIRS

A. **BOARD OF TRUSTEES.** The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of trustees. The number of initial trustees of this corporation shall be three, provided however, that such number may be changed in accordance with the bylaws of the organization.

B. **ANNUAL MEETINGS.** Annual meetings shall be held in Manatee County, Florida on the first Monday in May of each year unless a different place and time shall be set by the chairman or a majority vote of the trustees.

Any action required or permitted to be taken by the Board of Trustees under any provision of law may be taken without a meeting, if a majority of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by a vote of the trustees. Any certificate or other document filed under any provision of law which related to action so taken shall state that the action was taken by written

consent of the board of trustees without a meeting and that the articles of incorporation of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

C. **INITIAL BOARD OF TRUSTEES.** The initial Board of Trustees of the corporation shall be:

KEVIN S. ODEN
6201 Cortez Rod West
Bradenton, FL 34210

WILLIAM H. HANSEN
905 6th Avenue West
Bradenton, FL 34205

WILLIAM F. LaMEE
4311 Manatee Avenue West, Ste 210
Bradenton, FL 34209

D. **CORPORATE OFFICERS.** The Board of Trustees may elect such officers as the bylaws of this corporation may authorize.

ARTICLE EIGHT **BYLAWS**

Subject to the limitations contained in the bylaws, and any limitations set forth in the Florida Not for Profit Corporation Act concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of trustees or by following the procedure set forth in the bylaws.

ARTICLE NINE **DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net earnings of this corporation shall inure to the benefit of any trustee, officer, or member

thereof, or to the benefit of any private individual, 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 of this corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation.

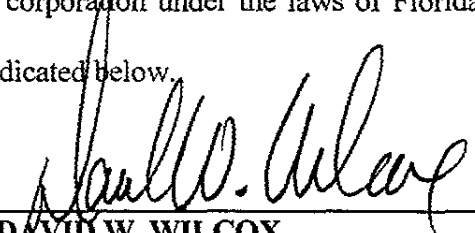
ARTICLE TEN **DISTRIBUTION OF ASSETS**

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law or code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction.

ARTICLE ELEVEN **AMENDMENT OF ARTICLES**

Amendments to these articles of incorporation may be made by the vote of a majority of a quorum of trustees of the corporation at a meeting called for that purpose, or as otherwise provided in the bylaws.

NOW, THEREFORE, I, the undersigned, being the incorporator of this corporation, for the purpose of forming this not for profit charitable corporation under the laws of Florida, have executed these Articles of Incorporation on the date indicated below.



DAVID W. WILCOX

**STATE OF FLORIDA
COUNTY OF MANATEE**

BEFORE ME, a Notary Public, appeared **DAVID W. WILCOX**, to me known to be the person described as the incorporator, who executed the foregoing Articles of Incorporation and said person did acknowledge subscribing to same.

WITNESS my hand and official seal this 3rd day of February, 2003.



NOTARY PUBLIC



Barbara B Wells
My Commission DD123002
Expires September 28, 2006

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, at the place designated in the corporation's Articles of Incorporation, I hereby acknowledge and accept the appointment and agree to act in this capacity, and I further agree to comply with all the provisions of all statutes relative to the proper and complete performance of my duties.

DATED: February 3, 2003



REGISTERED AGENT

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