

No 3000002778

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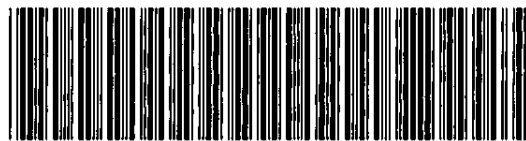
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TALLAHASSEE, FLORIDA

*Amend & Rest.*  
C.COULLETTE

FEB 16 2012

EXAMINER

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Wildlands Conservation, Inc.

DOCUMENT NUMBER: N03000002778

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Patricia Blair

Name of Contact Person

Livingston, Patterson, Strickland & Siegel, P.A.

Firm/ Company

46 N. Washington Blvd., Suite 1

Address

Sarasota, Florida 34236

City/ State and Zip Code

pblair@lpspa.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Patricia Blair

Name of Contact Person

at ( 941 ) 365-0550

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy  
is enclosed)

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
WILDLANDS CONSERVATION, INC.,  
a not-for-profit corporation**

The undersigned, being a member of the not-for-profit corporation, adopts the following Amended and Restated Articles of Incorporation, pursuant to Chapter 617, Florida Statutes. These Amended and Restated Articles of Incorporation were approved and adopted at a meeting of the Board of Directors on January 2, 2012, no member vote was required.

**ARTICLE I - NAME**

The name of the corporation is Wildlands Conservation, Inc.

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address and the mailing address of the principal office of the corporation is 245 North Tamiami Trail, Suite D, Venice, FL 34285

**ARTICLE III - PURPOSE**

The corporation is organized to provide land preservation services through land acquisition, management, restoration, research, education and conservation planning, and to engage in such other lawful activities as are reasonably necessary, convenient, or incidental to that purpose.

**ARTICLE IV - ELECTION OF DIRECTORS**

The method of election of directors shall be as stated in the bylaws.

**ARTICLE V - QUALIFICATION OF MEMBERS**

The method of qualification for members and the manner of their admission shall be as stated in the bylaws.

**ARTICLE VI - REGISTERED OFFICE AND AGENT**

The street address of the registered office of this corporation is 46 North Washington Boulevard, Suite 1, Sarasota, Florida, 34236, and the name of the registered agent of this corporation at that address is LPS Corporate Services, Inc., a Florida corporation.

**ARTICLE VII - CAPITAL STOCK**

This corporation is organized under a non-stock basis.

**ARTICLE VIII - EARNINGS**

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No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members (if any) trustees, officers, or other private persons, 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 set forth in Article III. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation; the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to 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 (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code or corresponding section of any future federal tax code.

#### **ARTICLE IX - DISTRIBUTION AND DISSOLUTION**

In the event of dissolution, all of the remaining assets and property of the corporation, after payment of indebtedness, and expenses necessary to the dissolution and winding up the affairs of the corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax 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 the Circuit Court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE X - INDEMNIFICATION**

The corporation shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the corporation), by reason of the fact that he or she is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding to the full extent permitted by law.

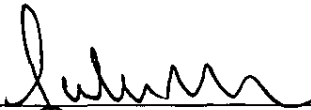
#### **ARTICLE XI - MISCELLANEOUS**

Amendment and Restatement Approval. The corporation has members, and the approval required by the members of these Amended and Restated Articles of Incorporation has been given.

Historical Note. The original Articles of Incorporation were filed on March 20, 2003 by the incorporator, Capital Connection, Inc.

These Amended and Restated Articles of Incorporation amend and restate in their entirety the Articles of Incorporation filed on March 20, 2003.

Signed on 1/2, 2012

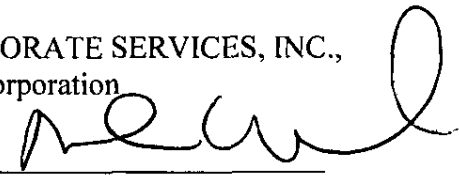
  
Julie Morris  
President

Having been named as registered agent to accept service of process for this corporation at the place designated above, the undersigned states that it is familiar with and accepts obligations of the position, accepts the appointment as registered agent, and agrees to act in this capacity.

Dated: Jan 5, 2012

LPS CORPORATE SERVICES, INC.,  
a Florida corporation

By:



Michael E. Siegel

Its:

Vice President