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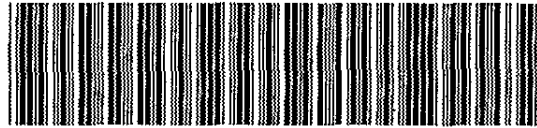
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T. SMITH MAY 0, 2003

TRANSMITTAL LETTER

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

SUBJECT: FLORIDA LAND TRUST NETWORK, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: GAIL M. SUDORE, PRESIDENT
Name (Printed or typed)

1129 ALAMANDA LANE
Address

STUART, FLORIDA 34996
City, State & Zip

772-287-4360
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
FLORIDA LAND TRUST NETWORK, INC.**

(A Florida non-profit corporation)

**Article I
Name of the Corporation**

The name of the Corporation is the Florida Land Trust Network, Inc.

**Article II
Principal Place of Business and Mailing Address**

The principal place of business and mailing address shall be:

1129 Alamanda Lane
Stuart, Florida 34996-3619

**Article III
Purpose**

The Corporation is organized in order to engage in any lawful purposes not for pecuniary profit. The mission of the Corporation is to preserve the legacy of Florida's cherished local landscapes and unique natural resources for the benefit of current and future generations. The purpose of the Corporation is, as a statewide organization, to provide leadership to the land trust movement in Florida by providing technical advice, organizational development assistance, orientation/training and educational enhancement (primarily through the annual Florida Land Trust Conference), facilitation and coordination services, funding and fund development consultation, and other support as needed for the land trusts active in Florida; to provide for the specific protection and preservation of land values in perpetuity- these values include agricultural land/working landscapes, family heritage lands, forests, scenic vistas, historical/archeological/cultural sites, vernal pools, riparian corridors, litoral areas, aquifer recharge areas, wetlands, natural hazard stewardship areas (ie: barrier beaches, etc.), costal zone land, river and stream corridors/basins/watersheds, geological/natural feature areas, canopy road corridors, and land/natural resources which provide quality of life components; to instill and create a land preservation/conservation ethic among landowners and the general public in order to preserve land/natural resources which encompasses and focuses on a broad realm of public value and public benefit- environmental, cultural, social, historical and archeological, scenic and aesthetic, recreational and economic; to educate landowners, developers, public officials, lawyers, estate planning, and other professionals and the general public about the value and economic benefits of land preservation/conservation, land preservation/conservation options and trends, zoning and neo-traditional land development models, designs and patterns which meet human needs, preserve natural resources and the unique features of the land and provide economic, social and

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TALLAHASSEE, FLORIDA

Article III- Purpose Continued:

environmental sustainability, and assist landowners in developing plans for and implementing land preservation/conservation options, techniques and strategies which are most applicable to their needs, interests and situation while at the same time providing for public benefit; to advocate for the development and implementation of prudent public policy in regard to land and to facilitate the implementation of the full range of land preservation/conservation options on the local, regional and state wide levels; to facilitate the implementation, practical application and attainment of the concept of sustainable/healthy and livable communities throughout Florida; to facilitate land preservation/conservation projects in areas not served by local land trusts, which can serve as a catalyst for establishing new local land trusts to serve communities as needed, or when a landowner prefers to work with a statewide organization; and to enable Florida's communities to retain option value (future benefits which would otherwise be lost because of development) provided by open/green space and undeveloped land by encouraging preservation or development of land in a manner which would not preclude the environmental, social/cultural and economic benefits for the public in the future.

Article IV
Founders/Directors

There shall be three (3) members of the Board of Directors of the Corporation. These Directors shall be referred to herein as the "Founders" of the Corporation. The Founders are the individuals who established the Corporation. The names and addresses of the Founders are as follows:

Gail M. Sudore, 1129 Alamanda Lane, Stuart, Florida 34996-3619

Jill Quigley, 3361 S.E. Inlet Harbor Terrace, Stuart, Florida 34996

Judith Sundstrom, 724 S.E. Michaels Court, Stuart, Florida 34996

The Founders shall serve as the Board of Directors and shall have full power and absolute authority over the governance of the Corporation and as provided by law. The Founders of the Corporation shall serve as Directors without term limitation and in a lifetime capacity. At the annual meeting of the Corporation each Founder shall submit a substitute or successor appointment who may be accepted to act in their stead to serve as a member of the Board of Directors of the Corporation in event of said Founder's incapacity or death; acceptance of all substitute or successor appointments shall be by consensus of the Founders. At such time the Directors consist solely of substitute or successor appointed members, the Board of Directors may authorize a restructuring or expansion of the Board of Directors and the members of the Board of Directors shall henceforward be referred to only as "Directors" and not "Founders". There shall be an Executive Council, under the governance of the Founders/Directors, which shall serve in an advisory capacity to the Board of Directors. Such Executive Council shall consist of two representatives from each of the land trusts active in Florida and any additional appointments made by the Founders/Directors. Each individual land trust shall elect or appoint their two representatives to serve on the Executive Council; the terms of the representatives shall be on an annual basis and any vacancy among an individual land trust's two representative positions on the

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Article IV- Directors Continued:

Executive Council shall be filled as determined by the individual land trust. There shall be no minimum or maximum number of Executive Council members. Founders/Directors and Executive Council members need not be residents of the State of Florida.

Article V
Officers

The affairs of the Corporation shall be managed by a President, a Secretary, and a Treasurer. The Founders shall serve as the Officers of the Corporation without term limitation and in a lifetime capacity. The names and address of the persons who shall serve as Officers under these Articles Of Incorporation are as follows:

President- Gail Sudore, 1129 Alamanda Lane, Stuart, Florida 34996-3619

Secretary- Jill Quigley, 3361 S.E. Inlet Harbor Terrace, Stuart, Florida 34996

Treasurer- Judith Sundstrom, 724 S.E. Michaels Court, Stuart, Florida 34996

In the event of a Founder's incapacity to serve as an officer or death and an officer position becomes vacant, the vacancy shall be filled through appointment by consensus of the Founders/ Directors. At such time the Officers consist solely of substitute or successor appointments, the Officers of the Corporation shall henceforward be elected by and for a term of office as shall be established by the Board of Directors.

Article VI
Registered Agent

The name of the initial registered agent of this corporation is Gail M. Sudore, whose street address and mailing address is 1129 Alamanda Lane, Stuart, Florida 34996-3619. The street address and mailing address of the initial registered office of this Corporation is 1129 Alamanda Lane, Stuart, Florida 34996-3619.

Article VII
Incorporators

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

Gail M. Sudore, 1129 Alamanda Lane, Stuart, Florida 34996-3619

Jill Quigley, 3361 S.E. Inlet Harbor Terrace, Stuart, Florida 34996

Judith Sundstrom, 724 S.E. Michaels Court, Stuart, Florida 34996

Article VIII
Duration

The term of existence of the Corporation is perpetual.

Article IX
Members

The Corporation shall have members. Membership criteria and classification shall be as determined by the Founders/Board of Directors and in keeping with all applicable federal, state and local laws. Membership in the Corporation is not transferable or assignable.

Article X
By-Laws

The By-Laws of the Corporation may be made, altered, or rescinded by the Founders/Board of Directors of the Corporation. The Articles Of Incorporation are paramount and any alterations, revisions, or rescission of the By-Laws shall be in keeping with the Articles Of Incorporation. All other powers, rights and obligations of the members and the management of this Corporation not set forth in these Articles Of Incorporation or applicable federal, state and local laws shall be as set forth in the By-Laws as determined by the Founders/Board of Directors.

Article XI
Amendments To Articles Of Incorporation

These Articles Of Incorporation may be amended by the act and consensus of the Founders of the Corporation. At such time when all the Founders are deceased, the Articles Of Incorporation may be amended by the act of the Board of Directors; such amendments may be proposed and adopted in the manner provided in the By-laws of the Corporation.

Article XII
General Powers

The Corporation shall be empowered to:

- Own and convey property or any interest in property, real or personal;
- Operate and maintain real property;
- Sue and be sued;
- Enter into, perform and enforce contracts;
- Collect and expend dues paid by Members in amounts established by the Founders/Board of Directors;

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Article XII- General Powers Continued:

- Collect and expend donations of money or property, real or personal, or other sums paid by Members or other persons or entities for the purpose of conservation, preservation, or environmental protection and the fulfillment of the Corporation's mission;
- Do any act authorized by federal, state or local law.

Article XIII
Tax Exemption

Said Corporation is organized exclusively for charitable, religious, education, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the U.S. Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, trustees, officers, members, 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 hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise lobbying for legislation, except that which is authorized by applicable federal, state or local laws governing not-for-profit corporations, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles Of Incorporation, 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 U.S. Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the U.S. Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). Upon the dissolution of the Corporation, the Founders/Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the U.S. Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) as the Founders/Board of Directors shall determine. Any such assets not so disposed of shall be disposed by the Superior Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized an operated exclusively for such purposes.

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Florida Land Trust Network Articles Of Incorporation
Page 6

Article XIV
Effective Date

The effective date of these Articles Of Incorporation will be the date of receipt of the filing date with the Florida Department Of State, Division Of Corporations.

*These Articles Of Incorporation were reviewed by Eula R. Robinson-Clarke, Attorney-At-Law.
Office Address: 615 S.W. St. Lucie Crescent, Suite 1F, Stuart, Florida 34994.*

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

Pursuant to Chapter 48.091 and Chapter 617, Florida Statutes, the following is submitted in compliance with said Act: That Florida Land Trust Network, Inc., desiring to organize under the laws of the State of Florida, with its principal office at the City of Stuart, County of Martin, State of Florida, as set forth in the Articles Of Incorporation, has named Gail M. Sudore, located at 1129 Alamanda Lane, Stuart, Florida 34996, as its Registered Agent to accept service of process on the corporation's behalf within this State.

Acknowledgment

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity and comply with the provisions of said Act relative to keeping open said office.

Gail M. Sudore
Signature/Registered Agent
GAIL M. SUDORE

APRIL 22, 2003
Date

Print Name
Judith Sundstrom
Signature/Incorporator
Judith Sundstrom
Print Name

4/22/03
Date

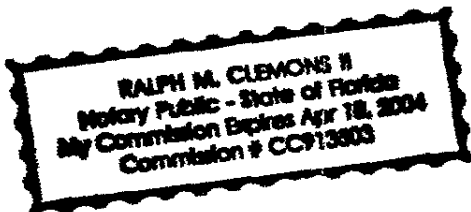
IN WITNESS WHEREOF, I have subscribed my name this 22nd day of April, 2003

John W. Kirk
Signature
JOHN W. KIRK
Print Name

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF MARTIN

On this 22nd day of April, 2003, before me, a Notary Public in the aforesaid State and County, personally appeared Gail M. Sudore and Judith Sundstrom, who are known to me to be the persons named in and who executed the foregoing instrument and who severally acknowledged that they executed the same freely, for the purposes therein contained.



Ralph M. Clemons II
Signature of Notary Public
RALPH M. CLEMONS II
Date My Commission Expires
4-18-04