

N05000003565

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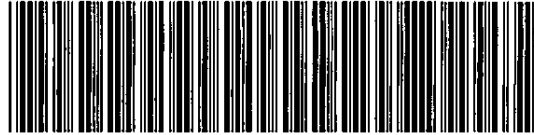
(Business Entity Name)

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*Amend*

05/05/08--01055--004 \*\*52.50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2008 MAY 22 AM 8:30

FILED

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*5/23/08*

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# **REGINALD G. STAMBAUGH, P.A.**

**Attorney At Law**

2740 Southeast Second Street, Suite A

**Boynton Beach, Florida 33435**

Telephone (561) 832-0272

Facsimile (561) 832-0062

Board Certified Real Estate Attorney

Also Licensed to Practice in Tennessee

May 21, 2008

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Via Fed Ex

Re: *The Rural Tier Defense Fund, Inc. Amended Articles of Incorporation*

Dear Division of Corporations:

Enclosed are your letter dated May 13, 2008 and an original and one (1) copy of the Amended Articles of Incorporation. The last page of the Amended Articles include the certification that you requested in your May 13, 2008 letter.

Please return the certified copy and certificate in the enclosed FedEx envelope to:

**Reginald G. Stambaugh**  
**2740 Southeast Second Street, Suite A**  
**Boynton Beach, FL 33435**

Respectfully,

REGINALD G. STAMBAUGH, P.A.



---

By: **Reginald G. Stambaugh**

cc: client

**REGINALD G. STAMBAUGH, P.A.**

**Attorney At Law**  
2740 Southeast Second Street, Suite A  
**Boynton Beach, Florida 33435**

Telephone (561) 832-0272  
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Board Certified Real Estate Attorney

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May 2, 2008

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Via Fed Ex

Re: The Rural Tier Defense Fund, Inc. Amended Articles of Incorporation

Dear Division of Corporations:

Enclosed is an original and one (1) copy of the Amended Articles of Incorporation and a check for \$35 (filing an amended record) and \$8.75 (certified copy) and \$8.75 (certificate of status), totaling **\$52.50** made payable to the Department of State.

Please return the certified copy and certificate in the self addressed stamped envelope to:

**Reginald G. Stambaugh**  
**2740 Southeast Second Street, Suite A**  
**Boynton Beach, FL 33435**

Respectfully,

REGINALD G. STAMBAUGH, P.A.



By: Reginald G. Stambaugh

cc: client



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 13, 2008

Reginald G. Stambaugh, P.A.  
2740 Southeast Second Street  
Suite A  
Boynton Beach, FL 33435

SUBJECT: THE RURAL TIER DEFENSE FUND, INC.  
Ref. Number: N05000003565

We have received your document for THE RURAL TIER DEFENSE FUND, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey  
Regulatory Specialist II

Letter Number: 708A00030554

RECEIVED  
2008 MAY 22 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AMENDED  
ARTICLES OF INCORPORATION  
FOR  
The Rural Tier Defense Fund, Inc.  
A NON-PROFIT CORPORATION

**FILED**

2008 MAY 22 AM 8:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation not for profit, pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I**  
**NAME, PRINCIPAL PLACE OF BUSINESS, & SEAL**

A. The name of this corporation shall be:

**The Rural Tier Defense Fund, Inc.**

B. The mailing address and the principal place of business is:

**528A Clematis Street, West Palm Beach, Florida 33401**

C. The corporation will adopt a seal.

**ARTICLE II**  
**DURATION**

The duration of this not-for-profit corporation shall be perpetual.

**ARTICLE III**  
**PURPOSE**

The purpose of this corporation is to educate the general public on the conservation of environmental resources of Palm Beach County, Florida and the need for protection of those resources against urban sprawl. Traditional and modern educational resources and materials will be used covering the historic, social, cultural and economic aspects of community growth.

Said corporation is 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.

**ARTICLE IV**  
**MEMBERSHIP**

The corporation is organized upon a non-stock basis as defined in 617.0601, Florida Statutes (2007, as amended). The corporation shall have a membership and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other privileges of the members, and their liability for dues and assessments and the method of collection thereof, shall be as regulated in the by-laws.

**ARTICLE V**  
**INITIAL REGISTERED AGENT AND STREET ADDRESS**

The street address of the initial registered office of the corporation is:

**180 Royal Palm Way, Suite 201, Palm Beach, FL 33480**

The name of the initial registered agent of the corporation is:

**Reginald G. Stambaugh, P.A.**

**ARTICLE VI**  
**DIRECTORS**

The number of directors constituting the initial Board of Directors is three (3). There shall never be less than three (3) directors. The names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Lawrence Corning	528A Clematis Street West Palm Beach, Florida 33401
Gary Greenwald	528A Clematis Street West Palm Beach, Florida 33401
Reginald G. Stambaugh	180 Royal Palm Way, Suite 201 Palm Beach, FL 33480

The directors shall be elected in accordance with the terms and provisions of the bylaws adopted by the corporation.

**ARTICLE VII**  
**POWERS**

The corporate powers of this corporation are as provided in § 617.0302, Florida Statutes (2007).

**ARTICLE VIII**  
**MANAGEMENT OF CORPORATE AFFAIRS**

The affairs of the corporation shall be managed by its Board of Directors, who shall be elected by the voting members of the corporation in the manner and serve for the term as prescribed in the corporation's by-laws. The Board of Directors may delegate specific duties and responsibilities to its corporate officers as prescribed in the by-laws.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 Three hereof. 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 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 the 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 the corresponding section of any future federal tax code.

**ARTICLE IX**  
**OFFICERS**

The names of the officers who are to serve as officers until the first appointment of officers are as follows:

President:	Lawrence Corning
Vice President:	Gary Greenwald
Secretary:	Reginald G. Stambaugh
Treasurer:	Lawrence Corning

**ARTICLE X**  
**BY-LAWS**

By-laws will be hereinafter adopted by the Board of Directors. Such by-laws may be amended, altered, rescinded or repealed, in whole or in part, in the manner as provided in the by-laws. Any amendments to the by-laws shall be binding on all members of this corporation.

**ARTICLE XI**  
**AMENDMENTS**

The Articles of Incorporation may be altered, amended, or repealed and new Articles of Incorporation may be adopted by a two-thirds majority vote of either (1) all the directors at any duly formed director's meeting, or (2) voting members of the corporation present at an annual member's meeting or duly summoned special meeting. At least seven (7) days written notice setting forth the proposed action and specific articles to be added, deleted, amended or changed and the time and place of the meeting shall be given to all voting members of the corporation prior to the date of the meeting.

**ARTICLE XII**  
**INCORPORATOR & REGISTERED AGENT**

The name and street address of the incorporator and registered agent for these Articles of Incorporation is:

Reginald G. Stambaugh, P.A.  
180 Royal Palm Way, Suite 201  
Palm Beach, Florida 33480

**ARTICLE XIII**  
**INDEMNIFICATION AND LIMITATION OF LIABILITY**

The corporation shall indemnify any officer or director, or any former officer or director of the corporation, to the full extent permitted by law. The private property of the member shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever.

**ARTICLE XIV**  
**DISSOLUTION**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 a Court of Competent Jurisdiction 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 and operated exclusively for such purposes.



IN WITNESS WHEREOF, I certify, as evidenced by my signature below as secretary and director that this amended articles of incorporation were adopted on March 17, 2008 by the members and that the number of votes cast by the members for the amendment was sufficient for approval.

REGINALD G. STAMBAUGH



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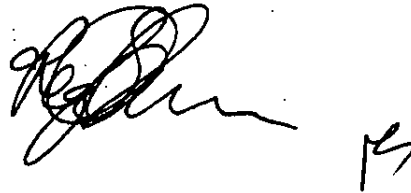
By: Reginald G. Stambaugh  
As: Secretary and Director

REGISTERED AGENT

ACCEPTANCE AND ACKNOWLEDGMENT

Having been named as registered agent to accept service of process for the above stated corporation and the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

REGINALD G. STAMBAUGH, P.A.



---

By: Reginald G. Stambaugh  
As: President  
180 Royal Palm Way, Suite 201  
Palm Beach, FL 33480  
(561) 832-0272 (o)  
(561) 832-0062 (f)