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August 30, 2005

VIA AIRBORNE DELIVERY

Secretary of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Friends of the Withlacoochee Gulf Preserve

Dear Sir or Madam:

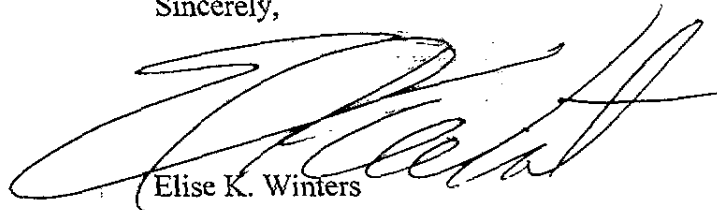
Enclosed is the original and one copy of the Articles of Incorporation and Designation of Registered Agent for Friends of the Withlacoochee Gulf Preserve. Also enclosed is a check in the amount of Seventy-Eight Dollars and 75/100 (\$78.75) to cover the following:

Filing Fee	35.00
Designation of Registered Agent	35.00
Certified Copy	8.75

If everything is in order, please return the certified copy to this office at your earliest convenience. If any additional documentation or information is required, please let me know.

Thank you for your attention to this matter.

Sincerely,



Elise K. Winters

cc: Tom Hoffer

ARTICLES OF INCORPORATION
OF
FRIENDS OF THE WITHLACOOCHEE GULF PRESERVE, INC.
A FLORIDA NOT FOR PROFIT CORPORATION

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned person, as incorporator of a corporation not for profit under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation for the Corporation:

ARTICLE I
NAME AND PRINCIPAL ADDRESS

The name of the Corporation is Friends of the Withlacoochee Gulf Preserve, Inc., and the initial principal address of the Corporation is c/o Debra A. Stines, Town of Yankeetown Town Hall, 6241 Harmony Lane, Yankeetown, FL 34498.

ARTICLE II
PURPOSES

The Corporation is a not for profit corporation. The specific and primary purpose for which the Corporation is formed is to provide conservation and educational support for the Withlacoochee Gulf Preserve, the Withlacoochee Gulf Preserve's board of Trustees, and the Town of Yankeetown.

ARTICLE III
RESTRICTIONS

The purposes for which the Corporation is organized are limited to those that will qualify it as an exempt organization under Internal Revenue Code Section 501(c)(3), including, for such purposes, making distributions to organizations that qualify as tax-exempt organizations under the Code.

The Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. It shall not participate in or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

No part of the net earnings, properties or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of the Corporation.

On liquidation or dissolution all properties and assets of the Corporation remaining after paying or providing for all debts and obligations shall be distributed and paid to such fund, foundation or corporation organized and operated for charitable purposes as the board of directors shall determine, and as shall at the time qualify as a tax-exempt organization under Internal Revenue Code Section 501(c)(3), as it may be amended.

ARTICLE IV
TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V
MEMBERSHIP

The Corporation is organized upon a nonstock basis as defined in Chapter 617 of the Florida Statutes.

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, and the different classes of membership, if any, shall be as regulated in the bylaws.

Members of the Corporation shall not be personally liable for the debts, liabilities, or obligations of the Corporation, and shall not be subject to any assessments.

ARTICLE VI
BOARD OF DIRECTORS

The powers of the Corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors initially composed of three (3) members. The directors need not be members of the Corporation. The number of directors may be changed by a bylaw adopted pursuant to the bylaws of the Corporation. The directors shall be elected at the annual meeting of the members for one year terms.

The names and addresses of the initial directors of the Corporation are:

Don Anderson	8 64 th Street, Yankeetown, FL 34498
Catherine Hoffer	17 54 th Street, Yankeetown, FL 34498
Walter Muller	5303 Riverside Drive, Yankeetown, FL 34498

The persons named as initial directors shall hold office for the first year of existence of this corporation or until a successor is elected or appointed and has qualified, whichever is first.

ARTICLE VII
REGISTERED AGENT, INITIAL REGISTERED OFFICE

The name of the registered agent of the Corporation is Debra A. Stines. The address of the initial registered office of the Corporation is Town of Yankeetown Town Hall, 6241 Harmony Lane, Yankeetown, FL 34498.

The Board of Directors may move the registered office or the principal office to any other address in Florida.

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator is: Thomas M. Hoffer, 17 54th Street. Yankeetown, FL 34498.

ARTICLE IX
AMENDMENTS TO BYLAWS

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida concerning corporate action that must be authorized or approved by the members of the corporation, the 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 directors or by following the procedure set forth in the bylaws.

ARTICLE XII
AMENDMENTS TO ARTICLES OF INCORPORATION

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of a majority of a quorum of members of the corporation.

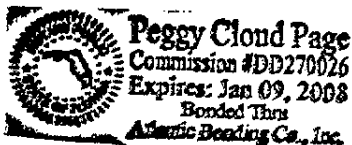
IN WITNESS WHEREOF, the undersigned, as Incorporator, executed these Articles of Incorporation on August 24, 2005.

Thomas M. Hoffer
THOMAS M. HOFFER

STATE OF FLORIDA
COUNTY OF LEVY

The foregoing instrument was acknowledged before me this 24th day of August, 2005, by Thomas M. Hoffer, who is personally known to me and who did take an oath.

NOTARY PUBLIC



Peggy Cloud Page
Print Name: Peggy Cloud Page
My commission expires: 1-9-2008

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

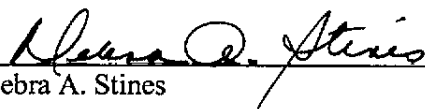
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First - That Friends of the Withlacoochee Gulf Preserve, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Yankeetown, County of Levy, State of Florida, has named Debra A. Stines located at Town of Yankeetown Town Hall, 6241 Harmony Lane, Yankeetown, FL 34498, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Debra A. Stines