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G. ROBINSON

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TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

Heartland Economic, Agricultural and Rural Task Force

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**ARTICLES OF INCORPORATION
OF
HEARTLAND ECONOMIC, AGRICULTURAL AND RURAL TASK FORCE INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby forms a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, do hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation shall be: HEARTLAND ECONOMIC,
AGRICULTURAL AND RURAL TASK FORCE, INC.

ARTICLE II - PURPOSES

The purposes for which the Corporation is organized are: to promote economic development, support responsible growth and protect sensitive environmental areas within Florida's Heartland (an area south of Interstate 4 and between Florida's two coastlines. The Corporation will focus on concerns ranging from rural land stewardship and support of local economies to improving mobility and safety of the existing and prospective infrastructure.

In general, the Corporation shall do any and all acts and things, and exercise any and all powers which now or hereafter are lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the Corporation.

The purposes for which this Corporation is organized shall be limited to those which it determines are in the best economic interests of the State of Florida, and, in

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particular, its citizens living in Florida's Heartland. In no event shall this Corporation engage in any activity which would be contrary to the purposes and activities permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder (the "Code").

The Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the Corporation engage in activities subversive to the United States of America.

The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Code.

No compensation shall be paid to any officer, director, trustee, creator or organizer of the Corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the Corporation.

The Corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

ARTICLE III - POWERS

The Corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the Corporation is organized. In no event, however, shall the Corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(4) of the Code; nor shall the Corporation

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engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of any private individual.

ARTICLE IV - MEMBERS

This Corporation shall have no Members. Its affairs shall be governed by its Board of Directors.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI - EXECUTIVE COMMITTEE/OFFICERS

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three (3) nor more than twenty (20) persons. The number of directors shall be fixed in the Bylaws of the Corporation. Annual elections will be held on the 31st day of December of each year or such other date as selected by the Board of Directors. Elections shall be by a majority vote of the existing Directors of the Corporation in attendance at the annual meeting of the Board of Directors of the Corporation.

The officers of the Corporation shall consist of a President, Vice President, Secretary and Treasurer and such other officers and assistant officers and agents as provided in the Bylaws of the Corporation. Each officer shall serve for such term as determined by the Board of Directors. In the event of a vacancy on the Board of Directors or in any office for any reason, the Board of Directors shall fill such vacancy for the unexpired term.

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ARTICLE VII - NAMES OF OFFICERS

The names of the officers who are to serve until the first election under the Articles of Incorporation are as follows:

<u>Name</u>	<u>Office</u>
Richard E. Dantzler	President
J. Charles Gray	Vice President
J. Charles Gray	Secretary
Nancy Watkins	Treasurer

ARTICLE VIII - FIRST BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be three (3), and the names and addresses of the persons who are to serve as directors until the first election under these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Richard E. Dantzler	395 S. Central Avenue Bartow, Florida 33830
Nancy Watkins, CPA	610 S. Boulevard Tampa, Florida 33606
J. Charles Gray	301 E. Pine Street, Suite 1400 Orlando, Florida 32801

ARTICLE IX - BYLAWS

The Bylaws of the Corporation shall be initially approved by a majority vote of the Board of Directors, and thereafter may be altered or rescinded by a majority vote of the Board of Directors at a duly called meeting of the Board of Directors in accordance with the Bylaws.

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ARTICLE X - AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI - DISSOLUTION

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to, and only to, any one or more organizations qualified as exempt under Section 501(c)(3) or Section 501(c)(4) of the Code. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of a private individual.

ARTICLE XII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be:

301 E. Pine Street, Suite 1400
Orlando, Florida 32801

The name of the initial registered agent of this Corporation shall be:

J. Charles Gray

**ARTICLE XIII - CORPORATION'S PRINCIPAL OFFICE
AND/OR MAILING ADDRESS**

The principal office and/or mailing address of this Corporation shall be:

301 E. Pine Street, Suite 1400
Orlando, Florida 32801

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ARTICLE XIV - INCORPORATOR

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following is the name and street address of the incorporator signing these

Articles:

J. Charles Gray
301 E. Pine Street, Suite 1400
Orlando, Florida 32801

IN WITNESS WHEREOF, I have set my hand and seal this 15th day of
December, 2005.


J. Charles Gray

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the Registered Agent in the Articles of Incorporation of
HEARTLAND ECONOMIC, AGRICULTURAL AND RURAL TASK FORCE, INC., I
hereby accept and agree to act in this capacity.

Dated: December 15th, 2005.


J. Charles Gray