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COR AMND/RESTATE/CORRECT OR O/D RESIGN

HEARTLAND ECONOMIC, AGRICULTURAL AND RURAL TASK FORCE

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

THE UNDERSIGNED, Renee Dabbs, President of HEARTLAND ECONOMIC, AGRICULTURAL AND RURAL TASK FORCE, INC., a not-for-profit Florida corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Amended and Restated Articles of Incorporation of the Corporation:

ARTICLE FIRST: The name of the Corporation is: HEARTLAND ECONOMIC, AGRICULTURAL AND RURAL TASK FORCE, INC.

ARTICLE SECOND: The amendment to the Articles of Incorporation of the Corporation effected by these Articles of Amendment is that the current Articles of Incorporation are amended and restated in their entirety to provide as set forth herein.

ARTICLE THIRD: The amendment and restatement of the Articles of Incorporation of the Corporation reflected in ARTICLE SECOND hereof was duly adopted by the Board of Directors of the Corporation by Unanimous Written Consent, executed on March 16th, 2006, in accordance with Sections 617.0821 of the Florida Not-For-Profit Corporation Act. The Corporation has no Members.

ARTICLE FOURTH: The effective date of these Amended and Restated Articles of Incorporation shall be upon the filing thereof with the Florida Department of State.

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

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.

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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 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").

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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 support or oppose political parties, ballot initiatives, referenda, constitutional amendments or other initiatives subject to vote by the electors; nor shall the Corporation accept contributions for or make contributions to a political committee, committee of continuous existence or political party; 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 engage directly or indirectly in any activity which would cause the loss of such

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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 these

Articles of Incorporation are as follows:

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

ARTICLE VIII - FIRST BOARD OF DIRECTORS

The number of persons constituting the 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>
Mark Morton	3200 Bailey Lane, Suite 120 Naples, Florida 34105
Wayne Watters	2660 WyndSOR Oaks Way Winter Haven, Florida 33844
Bryan Paul	P.O. Box 2357 LaBelle, Florida 33975

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

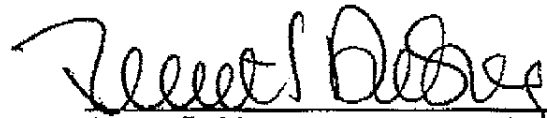
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ARTICLE XIV - INCORPORATOR

The following is the name and street address of the incorporator who signed the original Articles:

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


IN WITNESS WHEREOF, I have set my hand and seal this 16th day of March,
2006.


Renee Dabbs

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

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

Dated: March 16, 2006.


J. Charles Gray

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