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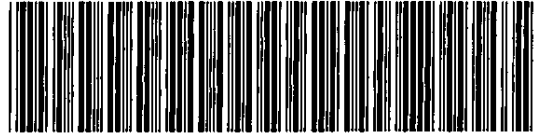
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2006 JUN 16 P 3:42

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6-20-06
CC

COVER LETTER

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

SUBJECT: FLORIDA CONSERVATION ASSOCIATION, 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: ROBERT HENDRICKS
Name (Printed or typed)

3333 S. ORANGE AVE., STE 103
Address

ORLANDO, FL 32806
City, State & Zip

407-854-7002
Daytime Telephone number

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

**ARTICLES OF INCORPORATION
OF
FLORIDA CONSERVATION ASSOCIATION, INC.
(A FLORIDA NOT-FOR-PROFIT CORPORATION)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator of FLORIDA CONSERVATION ASSOCIATION, INC. ("Corporation"), does hereby adopt the following Articles of Incorporation pursuant to the Florida Not-For-Profit Corporation Act, Chapter 617, Florida Statutes:

**ARTICLE I
NAME OF CORPORATION, MAILING ADDRESS
AND ADDRESS OF PRINCIPAL OFFICE**

The name of this Corporation shall be Florida Conservation Association, Inc. The mailing address of the corporation is, and its principal office shall be located at, 3333 S. Orange Avenue, Suite 103, Orlando, Florida 32806.

**ARTICLE II
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation shall be 215 N. Eola Drive, Orlando, Florida 32801, and the name of the initial registered agent for the Corporation shall be William R. Bird, Jr.

**ARTICLE III
PURPOSES**

Section 1. The specific and primary purpose for which this Corporation is formed and shall be operated is exclusively for charitable and educational purposes. More specifically, the corporation is organized and shall be operated exclusively for the purpose of promoting and advancing the preservation, conservation and protection of the marine, animal and plant life and resources of the coast of the United States, both onshore and offshore, for the benefit and enjoyment of the general public. The corporation shall be operated exclusively for such purpose, and no part of its net earnings shall inure to the benefit of any private shareholder or individual, no substantial part of its activities shall be carrying on propaganda, or otherwise attempting to influence legislation, and it shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

Section 2. The general purposes for which this Corporation is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"), or the corresponding provisions of any future federal tax laws.

Section 3. Notwithstanding any other provision of these articles, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under the Code, or the corresponding provisions of any future federal tax laws.

Section 4. In the event this Corporation is in any year determined to be a "private foundation" as defined in Section 509(a) of the Code it shall:

- (a) Distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or the corresponding provisions of any future federal tax laws.
- (b) Not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or the corresponding provisions of any future federal tax laws.
- (c) Not retain any excess business holdings as defined in Section 4943(c) of the Code, or the corresponding provisions of any future federal tax laws.
- (d) Not make any taxable investments as defined in Section 4944 of the Code, or the corresponding provisions of any future federal tax laws.
- (e) Not make any taxable expenditures as defined in Section 4945(d) of the Code, or the corresponding provisions of any future federal tax laws.

ARTICLE IV POWERS

This Corporation shall be authorized to exercise the powers permitted corporations not for profit under Chapter 617, Florida Statutes; provided, however, that this Corporation, in exercising any one or more of such powers, shall do so in furtherance of the exempt purposes for which it has been organized within the meaning of Section 501(c)(3) of the Code.

ARTICLE V MEMBERSHIP

The Corporation shall have one member. That member shall be Coastal Conservation Association, Inc.

ARTICLE VI TERM

This Corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VII
NAME AND ADDRESS OF INCORPORATOR

The name and address of the initial incorporator of this corporation is as follows:

William R. Bird, Jr.	215 North Eola Drive Orlando, Florida 32801
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ARTICLE VIII
BOARD OF DIRECTORS

Section 1. Except for the initial Board of Directors of the Corporation, whose names are set forth in Section 2, below, the Board of Directors shall be as determined and fixed by the bylaws of the Corporation; provided, however, that there shall never be less than three (3) directors.

Section 2. The names and addresses of the initial Board of Directors of the Corporation are as follows:

David Howton	3333 S. Orange Avenue, Suite 103 Orlando, Florida 32806
George Geiger	3333 S. Orange Avenue, Suite 103 Orlando, Florida 32806
Mark Carter	3333 S. Orange Avenue, Suite 103 Orlando, Florida 32806
Ken Kidd	3333 S. Orange Avenue, Suite 103 Orlando, Florida 32806

ARTICLE IX
OFFICERS

The affairs of the Corporation shall be managed by a President, a Vice-President, a Secretary and a Treasurer, and such other officers as are permitted in the Bylaws. The names and addresses of those persons who shall act as officers of the Corporation until the election of their successors are:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Mark Carter	3333 S. Orange Avenue, Suite 103 Orlando, Florida 32806

Vice-President	Ken Kidd	3333 S. Orange Avenue, Suite 103 Orlando, Florida 32806
Secretary	Stuart Smith	3333 S. Orange Avenue, Suite 103 Orlando, Florida 32806
Treasurer	John Pinder	3333 S. Orange Avenue, Suite 103 Orlando, Florida 32806

ARTICLE X DEDICATION OF ASSETS AND DISSOLUTION

Section 1. The property of this Corporation is irrevocably dedicated to the purposes set forth herein and no part of the net earnings or assets of this corporation shall inure to the benefit of any officer or director of the Corporation or to the benefit of any private individual. When appropriate, the Board of Directors may determine to reasonably compensate any officer of the corporation in accordance with and commensurate with the services performed by such person.

Section 2. Upon the dissolution and winding up of this corporation, its assets remaining after payment or provision for payment of its debts and liabilities shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) of the Code, or the corresponding provisions of any future federal tax laws, or to or among, the United States, the State of Florida or any local government(s) for exclusive public purposes.

ARTICLE XI BYLAWS

Subject to any limitations at any time contained in the Bylaws of this Corporation and in Chapter 617, Florida Statutes, Bylaws of this corporation may be adopted, altered, amended or rescinded, and new Bylaws adopted, either by resolution of the Board of Directors or in the manner at any time provided in the Bylaws.

ARTICLE XII AMENDMENT OF ARTICLES

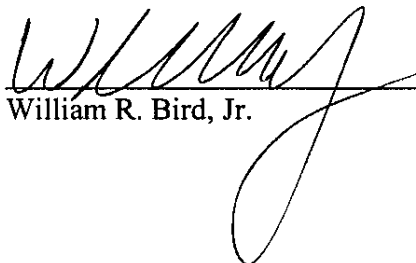
These Articles of Incorporation may be amended or amended and restated pursuant to a resolution adopted by the Board of Directors.

ARTICLE XIII INDEMNIFICATION

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, employee, officer or agent of the Corporation, against expenses (including attorney's fees and

appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Corporation; and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; except that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Corporation, unless and only to the extent that the court in which the action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court shall deem proper.

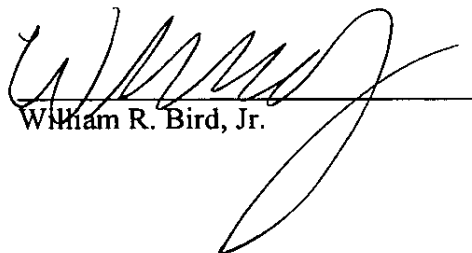
IN WITNESS, WHEREOF, the undersigned incorporator has hereto set his hand and seal on this the 9th day of June, 2006, for the purpose of forming this corporation not-for-profit under the laws of the State of Florida.



William R. Bird, Jr.

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of Florida Conservation Association, Inc.


William R. Bird, Jr.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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