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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

Central Florida Sand Mining Association, Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
CENTRAL FLORIDA SAND MINING ASSOCIATION, INC.
a Non-Profit Corporation**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a body corporate under the laws of the State of Florida, providing for the formation, management, liabilities and immunities of non-profit corporations, the provisions of which law are hereby accepted, and we hereby adopt the following Articles of Incorporation, which this certificate is made.

ARTICLE I - NAME

The name of this corporation is **Central Florida Sand Mining Association, Inc.** and its principal office is located at 601 S. 9th Street Leesburg, FL 34748.

ARTICLE II - OBJECT

The object of the corporation is to promote public knowledge of the Central Florida sand mining industry, to establish and maintain the highest ethical standard of business practices among members, to disseminate to the public and others information relative to the industry and to perform any other services determined appropriate by the members consistent with local, state and federal law.

The purposes of this corporation do not include pecuniary gain or profit to the members thereof. None of the net earnings, if any, shall ever accrue to the benefit of any member or other individual, firm or corporation; provided, however, that this provision shall not prevent the payment to any persons of reasonable compensation for services actually rendered to the corporation.

ARTICLE III - MEMBERSHIP AND ADMISSIONS

Any person, firm or corporation regularly engaged in sand mining or affiliated industries within Central Florida shall be qualified for active membership in this association. The manner of admission of members shall be application in writing to the Board of Directors on a form approved by said Board and by approval of said Board. The applicant shall agree to accept and be governed by the By-Laws of the corporation and to pay dues and expenses as are properly assessed by the Board of Directors. Failure to comply with said By-Laws or to pay said dues or expenses shall be grounds for expulsion in a manner as provided in said By-Laws. All decisions by the Board of Directors as to membership eligibility shall be final.

ARTICLE IV - TERM OF EXISTENCE

The term of existence of this corporation shall be perpetual unless dissolved according to the Laws of Florida.

ARTICLE V - SUBSCRIBERS

The names and addresses of the subscribers to this charter are:

1. Barbara Johnston, Florida Rock Industries, 155 E. 21st Street, Jacksonville, Florida 32206
2. Emil Jahna, E.R. Jahna Industries, P.O. Drawer 840, Lake Wales, Florida 33859
3. Cliff Kirkmyer, Rinker Materials Corporation, 1501 Belvedere Rd., West Palm Beach Florida 33406

of Florida, Inc.

John Kirkmyer
2/9/07

ARTICLE VI - OFFICERS

The officers who shall manage the affairs of the corporation shall be:

1. A Board of Directors, with such powers as are prescribed in the By-Laws, consisting of three directors, who shall be representatives of member companies and shall be elected by a majority vote of the members present at the annual meeting, each member company having one vote as follows:
 - A. First Board - one director for one year, one for two years and one director for three years Then.
 - B. One Director to be elected annually, as terms expire..
2. A Board Chairman, and such other officers as the Board of Directors shall deem necessary, elected annually by the Board at the first Board Meeting following the annual meeting of members.

ARTICLE VII - TEMPORARY OFFICERS


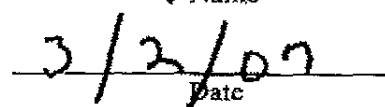
The names of the officers who are to manage the affairs of the corporation until the first election under these Articles are:

1. Board of Directors:

Cliff Kirkmyer, President / Chairman of the Board (1 yr)
Michael J. O'Berry (2 yrs)
Emil Jahna (3 yrs)

2. Interim Executive Director: Matt Mouncey

Initial Registered Agent: Steven J. Richey, who states that he / she is familiar with and accepts the obligations of that position. The address of the registered agent is 601 South 9th Street, Leesburg, Florida 34748.


Name

Date

ARTICLE VIII - BY-LAWS

The By-Laws are to be made, altered or rescinded by a majority of the members present at any annual meeting or special meeting called for this purpose, provided that not less than thirty days prior to such meeting each member shall have been notified in writing of such meeting and such proposed By-Laws, alteration or rescission, which notice shall include a copy of said proposal. Said By-Laws, alterations or rescissions may be made without a meeting provided written assent is obtained from a majority of all the active members of the association and provided further that each member of the association shall have been provided with a copy of said proposed By-Laws, alteration or rescission prior to said written assent.

ARTICLE IX - DISSOLUTION

A majority of the Board of Directors may authorize dissolution of the Corporation. After dissolution is authorized, the Corporation must file articles of dissolution, in compliance with Section 617.1403, Florida Statutes, with the Department of State. Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not for profit fund, foundation, or corporation.

WITNESS the hands and seals of the incorporators, this 2 day of MARCH
2007.

Barbara G. Nash (SEAL)

E. J. H. H. (SEAL)

J. Cliff Kikinger (SEAL)

STATE OF FLORIDA

COUNTY OF PALM BEACH

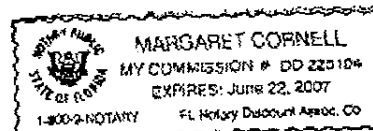
Personally appeared before me, an officer duly authorized to administer oaths,
YCLH Ki-King to me well known to be one of the incorporators described in
the foregoing Charter, who being by me first duly sworn, upon oath that he executed
the foregoing certificate of incorporation, that the same is intended in good faith to
carry out the purposes and objectives set forth therein.

WITNESS my hand and official seal this 19 day of Feb 2007.

Margaret E. Cornell
Notary Public

My Commission Expires:

#4311199_v3



STATE OF FLORIDA

COUNTY OF DUVAL

Personally appeared before me, an officer duly authorized to administer oaths, BARBARA JOHNSTON, to me well known to be one of the incorporators described in the foregoing Charter, who being by me first duly sworn, upon oath that he executed the foregoing certificate of incorporation, that the same is intended in good faith to carry out the purposes and objectives set forth therein.

WITNESS my hand and official seal this 23rd day of JANUARY 2007.


Notary Public

My Commission Expires: December 6, 2008

HOLLEY ARNETT-PERRY
Notary Public, State of Florida
My comm. exp. Dec. 6, 2008
Comm. No. DD 377157

STATE OF FLORIDA

COUNTY OF POLK

Personally appeared before me, an officer duly authorized to administer oaths, Emil R. Jahn, to me well known to be one of the incorporators described in the foregoing Charter, who being by me first duly sworn, upon oath that he executed the foregoing certificate of incorporation, that the same is intended in good faith to carry out the purposes and objectives set forth therein.

WITNESS my hand and official seal this 12 day of February 2007.

Deborah Partlow
Notary Public

My Commission Expires:

4311199_v3

DEBORAH PARTLOW
Notary Public, State of Florida
My comm expires Mar. 8, 2010
Comm. No. DD 516826

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA