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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

VH

COVER LETTER

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

SUBJECT: _____

Florida Association of Mitigation Bankers, 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: _____

Victoria Colangelo
Name (Printed or typed)

P O Box 540285
Address

Orlando, FL 32854
City, State & Zip

407-481-0677
Daytime Telephone number

Victoria@mitigationmarketing.com
E-mail address: (to be used for future annual report notification)

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 13, 2009

VICTORIA COLANGELO
PO BOX 540285
ORLANDO, FL 32854

SUBJECT: FLORIDA ASSOCIATION OF MITIGATION BANKERS, INC.
Ref. Number: W09000050298

We have received your document for FLORIDA ASSOCIATION OF MITIGATION BANKERS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the words BANK, BANC, BANCO, BANQUE, BANKER, BANKING, TRUST COMPANY, SAVINGS AND LOAN ASSOCIATION, SAVINGS BANK or CREDIT UNION, or words of similar import in any context or any manner must be obtained from the Office of Financial Regulation, pursuant to section 655.922(2a), Florida Statutes.

Enclosed is a "Corporate Name Approval Request" form to be completed and sent to the address indicated on the form. If the proposed name is approved by the Office of Financial Institutions, resubmit the document and the approval letter to the Division of Corporations for filing. The Office of Financial Institutions' phone number is 850-410-9800.

An effective date may be added to the Articles of Incorporation **if a 2010 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6962.

Valerie Herring
Regulatory Specialist II
New Filing Section

Letter Number: 909A00035573



OFFICE OF FINANCIAL REGULATION

J. THOMAS CARDWELL
COMMISSIONER

**FINANCIAL SERVICES
COMMISSION**

CHARLIE CRIST
GOVERNOR

BILL MCCOLLUM
ATTORNEY GENERAL

ALEX SINK
CHIEF FINANCIAL OFFICER

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

November 30, 2009

Ms. Victoria Colangelo
Post Office Box 540285
Orlando, FL 32854

Dear Ms. Colangelo:

Re: Florida Association of Mitigation Bankers

Thank you for your recent letter/fax requesting approval of the above referenced name.

It is the opinion of this Office that the above-referenced name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Office does not object to the use of the above name being registered to transact business as a foreign corporation in the state of Florida. The company may not transact commercial banking business and may not advertise, solicit or otherwise market such services to the general public in the state of Florida.

Sincerely,

Linda B. Charity
Director

LBC:bk

cc: Karon Beyer, Chief, Bureau of Commercial Recordings, Division of Corporations,
Department of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
FILED

APPROVED
AND
FILED

ARTICLES OF INCORPORATION

Pursuant to Chapter 617, F.S. (2009) Not-For-Profit Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of the Corporation shall be: Florida Association of Mitigation Bankers, Inc. (hereinafter referred to as the "Corporation").

ARTICLE II. PRINCIPAL OFFICE

The principal street address and mailing address is:

Street Address

c/o Mitigation Marketing
1005 Edgewater Drive
Orlando, FL 32804

Mailing Address

Post Office Box 547881
Orlando, FL 32854

ARTICLE III. PURPOSE

The purposes for which the Corporation is organized are to promote the common interests of its members and to advance legislative and regulatory policy that authorizes and encourages mitigation banking as a means of compensating for adverse impacts to wetlands, habitat and other resources as may be determined by its Members. The Corporation is organized to be a not-for-profit corporation and may engage only in activities that may be carried on by a corporation exempt for federal income taxes under Section 501(c)(6) of the Internal Revenue Code or any section of any statute adopted in succession thereof. No part of the net earnings of the corporation shall inure to the benefits of any member, except that the corporation may pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth herein.

ARTICLE IV. MANNER OF ELECTION

The manner in which the directors are elected or appointed: The initial Board shall be selected by majority vote of the incorporators to serve until the Second annual meeting of the members of the Corporation. Thereafter, Directors shall be elected by majority vote of the members of the Corporation. The Directors shall select the officers.

ARTICLE V. INITIAL DIRECTORS AND/OR OFFICERS

The initial Board of Directors and officers for this corporation shall be as follows:

Board of Directors

Dennis Benbow
Post Office Box 540285
Orlando, FL 32854

Jack Spillane
1245 West Fairbanks Ave., Suite 301
Winter Park, FL 32789

Leslie D. Alderman, Jr.
6118 Deer Run
Fort Myers, FL 33907

William (Bill) Colbert
1001 Heathrow Park Lane, Suite 4001
Lake Mary, FL 32746

Bill Casey
2816 Broadway Center Blvd.
Brandon, FL 33510

Donald H. Ross
2579 N. Toledo Blade Blvd.
North Port, FL 34289

Officers

Dennis Benbow, President
Post Office Box 540285
Orlando, FL 32854

William (Bill) Colbert, Vice President
1001 Heathrow Park Lane, Suite 4001
Lake Mary, FL 32746

Jack Spillane, Treasurer
1245 West Fairbanks Ave., Suite 301
Winter Park, FL 32789

Leslie D. Alderman, Jr., Vice President
6118 Deer Run
Fort Myers, FL 33907

Bill Casey, Secretary
2816 Broadway Center Blvd.
Brandon, FL 33510

ARTICLE VI. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address (P.O. Box not acceptable) of the registered agent is:

Hopping Green & Sams, P.A.
119 South Monroe, Suite 300
Tallahassee, FL 32301

ARTICLE VII. INCORPORATOR

The name and address of the incorporator is:

Dennis Benbow
1005 Edgewater Drive
Orlando, FL 32804

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TALLAHASSEE, FLORIDA

ARTICLE VIII. LIMITATIONS

The Corporation shall have all powers authorized by law.

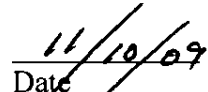
ARTICLE IX. BYLAWS

The initial Board of Directors shall adopt Bylaws for the Corporation which shall, among other things, determine the requirements for membership in the Corporation.


Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



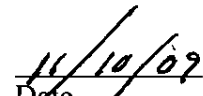
Signature/Registered Agent



Date



Signature/Incorporator



Date