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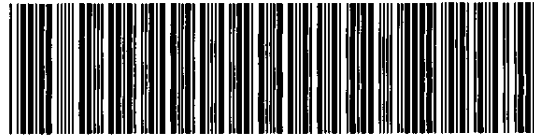
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10 JAN 25 AM 10:25
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TALLAHASSEE, FLORIDA

J. Shivers JAN 25 2010

COVER LETTER

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

SUBJECT: Wildlife Foundation of Florida Mitigation Trust Funds, 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: James W. Bradford
Name (Printed or typed)

P.O. Box 11010
Address

Tallahassee, FL 32302
City, State & Zip

850-410-0656 extension 17138
Daytime Telephone number

will.bradford@myfwc.com
E-mail address: (to be used for future annual report notification)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

**ARTICLES OF INCORPORATION OF
WILDLIFE FOUNDATION OF FLORIDA MITIGATION TRUST FUNDS, INC.**

A Florida Not-for-profit Corporation

The undersigned, a majority of whom are citizens of the United States, desire to form a non-profit corporation under the "Florida Not For Profit Corporation Act" (Chapter 617, Florida Statutes) and do hereby certify:

Article 1.

Name

The name of this Corporation shall be **Wildlife Foundation of Florida Mitigation Trust Funds, Inc.**

Article 2.

Principal Office

The principal place of business shall be 620 S. Meridian St., Tallahassee, FL 32399-1600. and the mailing address of the Corporation shall be P.O. Box 11010, Tallahassee, FL 32302.

Article 3.

Corporate Purposes

The Corporation shall be a member, nonprofit organization formed and operated within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3). The sole or primary function of the corporation is to provide funding for the maintenance and land stewardship of projects established by trust agreements entered into by various grantors with the Wildlife Foundation of Florida, Inc. for the protection of natural resources.

Article 4.

Corporate Powers

The Corporation shall have and exercise all powers accorded not-for-profit corporations under the laws of the State of Florida which are not in conflict with the Corporation's exempt purposes as provided in Article 3, above. Specifically, except as provided in Article 7, no part of the assets or the net earnings of the Corporation shall inure to the benefit of or be distributable to any officer, director, or any other person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3, above.

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TALLAHASSEE, FLORIDA

Article 5.

Board of Directors

Section 5.01. The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors, the number of which may be either increased or decreased from time to time as regulated by the Bylaws but shall consist of not fewer than three. The manner and method of election of the Board of Directors shall be as stated in the Bylaws of the Corporation. Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles of Incorporation, the Board of Directors shall have all the rights, powers, and privileges prescribed by law of directors of corporations for profit.

Section 5.02. The initial Board of Directors of the Corporation shall consist of three (3) members, as set forth below, who shall hold office for such terms as provided in the Bylaws of the Corporation and until their successors have been elected and qualified or until their earlier resignation, removal from office, inability to act, or death:

Nick Wiley 620 South Meridian Street Tallahassee, FL 32399-1600	Kenneth D. Haddad 2675 Hickory Ridge Rd. Tallahassee, FL 32308
Dr. David Nye 9325 SW 46 Place Gainesville, FL 32608	

Article 6.

Amendments

These Articles of Incorporation may be altered, amended or repealed by the members of the Board of Directors present at any regular or special meeting, provided the notice of such meeting shall have contained a copy of the proposed alteration, amendment or repeal.

Article 7.

Dissolution

Upon dissolution, all of the Corporation's assets remaining after payment of all costs and expenses of such dissolution shall be distributed to Wildlife Foundation of Florida, Inc. None of the assets shall be distributed to any officer or director of the Corporation, or any other person or organization not described in the preceding sentence.

Article 8.

Registered Office and Registered Agent

The name and Florida street address of the Registered Agent of the Corporation are as follows:

James W. Bradford
620 S. Meridian St.
Tallahassee, FL 32399-1600

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

James W. Bradford
James W. Bradford, Registered Agent

Article 9.
Incorporators

The names and addresses of the incorporators of the Corporation are:

James W. Bradford 620 S. Meridian St. Tallahassee, FL 32399-1600	Charles B. Boston 1335 Seale Drive Alpharetta, GA 30022
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IN WITNESS WHEREOF, we have executed these Articles of Incorporation of Wildlife Foundation of Florida Mitigation Trust Funds, Inc. on this 24th day of December, 2009.

James W. Bradford
James W. Bradford/Incorporator

Date: December 24, 2009

Charles B. Boston
Charles B. Boston/Incorporator

Date: Dec 24th, 2009

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