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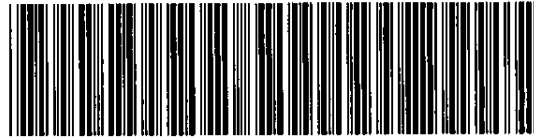
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Messer Caparello & Self
Requester's Name
2618 Centennial Place
Address
Tallahassee, FL 32308 850-222-0720
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
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(Corporation Name) (Document #)
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NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
SOUTHERN FOREST CARBON GROUP, INC.**

A FLORIDA NOT FOR PROFIT CORPORATION

The undersigned, for the purpose of forming a not for profit corporation, in compliance with Chapter 617, Florida Statutes, hereby states:

ARTICLE I – NAME

The name of the corporation is: Southern Forest Carbon Group, Inc.

ARTICLE II – PRINCIPAL OFFICE

The initial street address of the principal office of the corporation is: 7141 SW 107th Boulevard, Jasper, Florida 32052. The corporation may, from time to time, move its principal office to another location.

ARTICLE III - DURATION

The duration of this corporation shall be perpetual, commencing with the filing of these Articles with the Department of State of the State of Florida. In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(4) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state or local government for exclusively public purposes.

ARTICLE IV – PURPOSE

The general purposes of the corporation are to:

- A. Facilitate the discussion of public policy issues relating to carbon credits;
- B. Inform policy makers of the issues relating to carbon credits;
- C. Implement programs to inform the public and policy makers of public policy issues relating to carbon credits;

- D. Do other acts necessary and appropriate to accomplish these purposes, including, but not limited to, soliciting and receiving contributions, purchasing, owning and selling real and personal property, to make contracts, to invest corporate funds, to spend corporate funds for corporate purposes, and to engage in any activity in furtherance of, incidental to, or connected with any of the other purposes; and
- E. To engage in any and all other lawful purposes, activities and pursuits, which are substantially similar to the foregoing and which are or may hereafter be authorized by Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Code, and which are consistent with those powers described in the Florida Not for Profit Corporation Act, as amended.

The corporation shall not, as its primary activity, engage in a regular business of a kind ordinarily carried on for profit. The purpose for which the corporation is organized is the promotion of social welfare. The net earnings of this organization shall be devoted exclusively to charitable and educational purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code.

ARTICLE V – DEDICATION OF ASSETS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth herein. Any incidental expenditures made for the purpose of engaging in political activity providing education and environmental policy shall be subject to taxation under Section 527 of the Internal Revenue Code of 1975, as amended. The corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE VI – ELECTION OF DIRECTORS

The directors of the corporation shall be elected as provided in the bylaws of the corporation.

ARTICLE VII – INITIAL DIRECTORS

The names and addresses of the persons who are to serve as the initial directors of the corporation are:

J. Dean Papapetrou
Post Office Box 864
Live Oak, FL 32064-0864

Richard Mitchell
Post Office Box 864
Live Oak, FL 32064-0864

Dean Ward, Jr.
507 Canal Street
New Smyrna Beach, FL 32168

Daniel Flaherty
507 Canal Street
New Smyrna Beach, FL 32168

ARTICLE VIII – REGISTERED AGENT

The initial registered agent of the corporation is: Mark Herron, 2618 Centennial Place, Tallahassee, FL 32308.

ARTICLE IX – INCORPORATOR

The name and the address of the incorporator is: Mark Herron, 2618 Centennial Place, Tallahassee, FL 32308.

ARTICLE X - INDEMNIFICATION OF DIRECTORS AND OFFICERS

A. The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of the Corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, officer, employee or agent of the Corporation or any other corporation, partnership, joint

venture, trust or other enterprise in which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

B. Any indemnification under paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or officer seeks indemnification were properly incurred and that such Director or officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding.

C. The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph (a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standards of conduct set forth in paragraph (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

D. The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

E. The indemnification contained in this Article IX shall not constitute a waiver of the protection of Section 617.0285, Florida Statutes, or any other provision of law exonerating officers or directors of Florida not for profit corporations from liability.

ARTICLE XI - MANAGEMENT OF CORPORATE AFFAIRS

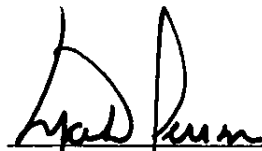
A. The power of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall initially be Four (4); provided, however, that such number may be changed by the addition of directors by unanimous action of the directors. The board of directors shall consist of such persons as may be chosen from time to time by a majority of the board of directors. Each director shall serve until his successor is named by the board of directors.

B. The board of directors shall be entitled to elect such officers as the bylaws of this corporation may authorize the directors to elect from time to time. Such officers shall be initially elected at the organizational meeting of the board of directors.

ARTICLE XII – DISTRIBUTION OF ASSETS

In the event of the dissolution or final liquidation of the corporation, all of the remaining assets and property of the corporation shall, after paying or making provision for the payment of all the liabilities and obligations of the corporation and for necessary expenses thereof, be distributed to such individuals as determined by the directors for the purposes set forth in Article IV hereof. In no event shall any of such assets or property be distributed to any officer or director of the corporation or to any private individual.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation on this 25th day of March, 2010.



Mark Herron
2618 Centennial Place
Tallahassee, FL 32308

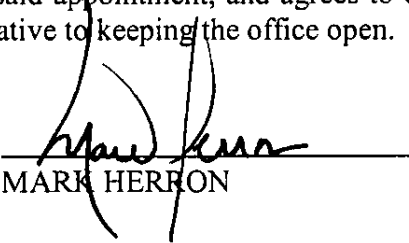
CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Florida Statutes Section 48.091 and 617.0501, the following is submitted:

Southern Forest Carbon Group, Inc., desiring to organize as a corporation under the laws of the State of Florida, has designated Mark Herron, 2618 Centennial Place, Tallahassee, Florida 32308, as its initial Registered Agent and Office.

By: 
MARK HERRON, Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping the office open.


MARK HERRON

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