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FLORIDA PROFIT/NON PROFIT CORPORATION
Central Florida Mining Council, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
CENTRAL FLORIDA MINING COUNCIL, INC.
a Non-Profit Corporation**

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned is serving as an incorporator for the purpose of forming a corporation not-for-profit, and does hereby certify:

ARTICLE I - NAME

The name of this corporation is **Central Florida Mining Council, Inc.**, and the street address and mailing address of the principal office of the corporation is 2972 Vintage View Circle, Lakeland, FL 33812.

ARTICLE II - PURPOSES

The purposes of the corporation are to promote public knowledge of the Central Florida 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.

Notwithstanding any other provision of these Articles of Incorporation, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE III - MEMBERSHIP

Any person, firm or corporation regularly engaged in 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 - INCORPORATORS

The names and address of the incorporator is: Cliff Kirkmyer, 1501 Belvedere Rd., West Palm Beach, Florida 33406.

ARTICLE VI - BOARD OF DIRECTORS

The affairs of the corporation shall be managed by its Board of Directors. The method of election or appointment of the Board of Directors shall be fixed and governed by the By-Laws of the corporation. The names and addresses of the initial directors are:

1. Cliff Kirkmyer, 1501 Belvedere Rd., West Palm Beach, Florida 33406
2. Emil Jahna, P.O. Drawer 840, Lake Wales, Florida 33859
3. Bill Houghton, P.O. Box 1209, Anthony, Florida 32617

ARTICLE VII - 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 VIII – REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is:

2972 Vintage View Circle
Lakeland, FL 33812

The name of the initial registered agent at that address is Tracy N. Bryant..

ARTICLE IX - DISSOLUTION

A majority of the Board of Directors may authorize dissolution of the Corporation by resolution authorized by a majority vote of the directors then in office. After dissolution is authorized, the Corporation must file articles of dissolution, in compliance with Section 617.1403, Florida Statutes, with the Department of State. No Member, Director, or Officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation. 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 which is organized and operated exclusively for not for profit purposes and which has established its tax exempt status under Sections 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 20th day of May, 2010.


CLIFF KIRKMYER


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That CENTRAL FLORIDA MINING COUNCIL, INC., desiring to organize under the laws of the State of Florida with its initial principal office, as indicated in the Articles of Incorporation, at 2972 Vintage View Circle, Lakeland, FL 33812 has named Tracy N. Bryant, 2972 Vintage View Circle, Lakeland, FL 33812 as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Not for Profit Corporation Act relative to keeping open the registered office.


TRACY N. BRYANT
Date: 5/20, 2010

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TALLAHASSEE, FLORIDA

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