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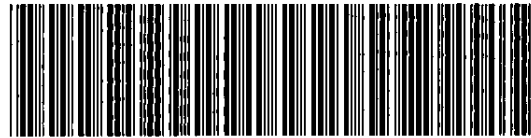
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUG 20 2010
D.A. WHITE

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August 17, 2010

PLEASE REPLY TO:
LAKE PLACID
SEBRING



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

Re: Heartland Coast to Coast Corridor Initiative, Inc.

Gentlemen:

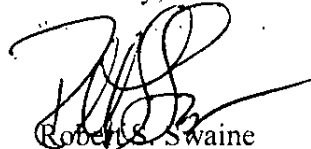
Enclosed please find the original and one copy of the proposed Articles of Incorporation for Heartland Coast to Coast Corridor Initiative, Inc., a Florida non-profit corporation. Please approve and file the original and file stamp and return the copy to us along with the charter number.

Also enclosed please find our check for your charges as follows:

Filing fee for Articles of Incorporation	\$ 35.00
Filing Registered Agent's Certificate	<u>35.00</u>
Total	<u>\$ 70.00</u>

If you have any questions or if anything further is required, please contact me.

Sincerely,


Robert S. Swaine

RSS/tw
Enc.

xc: Mike Willingham

**ARTICLES OF INCORPORATION
OF
HEARTLAND COAST TO COAST CORRIDOR INITIATIVE, INC.**

(a Florida non-profit corporation)

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a non-profit corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is **HEARTLAND COAST TO COAST CORRIDOR INITIATIVE, INC.**

ARTICLE II. PURPOSES AND POWERS

The purposes and powers of the corporation are:

(a) To seek out support for east/west corridors of the transportation system of the State of Florida to serve the Heartland Region.

(b) Notwithstanding any other provision herein, this corporation is organized exclusively for charitable purposes and will not carry on any activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(6) of the United States Internal Revenue Code, as amended from time to time, (b) a corporation contributions to which are deductible under Section 170(c)(2) of the United States Internal Revenue Code, as amended.

(c) The funds to carry out the purposes of the corporation shall be obtained through donations and any and all means permitted under law.

ARTICLE III. NON-STOCK CORPORATION

The corporation shall issue no stock and no dividends or pecuniary profits shall be declared or paid to the members hereof.

ARTICLE IV. TERM OF EXISTENCE

The corporation is to exist perpetually and be effective as of the date of filing of these Articles.

ARTICLE V. ADDRESS

The street address of the principal office of the corporation in the State of Florida is 128 Authority Lane, Sebring, FL 33870. The Board of Directors may from time to time move the

principal office to any other address in Florida, and may establish branch offices in such other place or places as may be designated by the Board of Directors.

ARTICLE VI. OFFICERS

The officers of this corporation shall consist of a President, Vice President and Secretary-Treasurer. These officers shall manage the affairs of the corporation and shall be elected by the Board of Directors as stated in the By-Laws of the corporation. Such officers may be members of the Board of Directors. Such officers shall serve for two (2) year terms, at the will of the Board of Directors, and may succeed themselves for an unlimited number of two (2) year terms. The initial officers are as follows:

NAME	ADDRESS	OFFICE
Robert D. Wood	3151 Lakeview Drive Sebring, FL 33870	President
Lavon Cobb	401 South Sixth Avenue Wauchula, FL 33873	Vice President
Kimble MacKay	4001 Lafayette Avenue Sebring, FL 33875	Secretary-Treasurer

ARTICLE VII. DIRECTORS

The corporation shall be managed by a board of not less than five (5) directors. The Directors shall be elected as stated in the By-Laws of the corporation. The initial Directors who are to serve until they resign or are removed are as follows:

Robert D. Wood 3151 Lakeview Drive Sebring, FL 33870	Kimble MacKay 4001 Lafayette Avenue Sebring, FL 33875
Daniel Holbrook 121 S.W. Port S. Lucie Blvd. Port St. Lucie, FL 34984	Tony Rodriguez 1022 26 th Avenue East Bradenton, FL 34208
Lavon Cobb 401 South Sixth Avenue Wauchula, FL 33873	

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Mike Willingham, 128 Authority Lane, Sebring, FL 33870.

ARTICLE IX. AMENDMENT

These articles may be amended by a majority vote of the Directors.

ARTICLE X. NON-PROFIT CHARACTER

1. Said corporation is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

2. 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 private persons, 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 the purpose clause hereof. No substantial part of the activities of the corporation shall be carrying on of propaganda, or other wise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on: (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

3. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the country in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI. BY-LAWS

The By-Laws of this corporation shall be adopted by the incorporators at the first incorporator's meeting and may be altered, amended or repealed by the Directors.

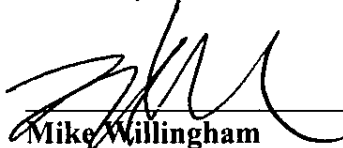
ARTICLE XII. MEMBERSHIP

The initial membership of this corporation shall be the persons who shall also constitute the Board of Directors. Additional members may be selected by the Board of Directors from persons showing a genuine interest in the general and specific purposes of the corporation.

ARTICLE XIII. REGISTERED OFFICE AND REGISTERED AGENT

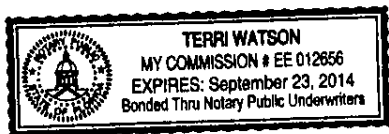
The corporation hereby designates as its registered office 425 South Commerce Avenue, Sebring, FL 33870, and its registered agent, Robert S. Swaine, who is located at the same address for service of process.

IN WITNESS WHEREOF, the undersigned subscriber has hereunto set my hand and seal this 17th day of August, 2010, for the purpose of forming this non-profit corporation under the laws of the State of Florida, and hereby make and file in the office of the Secretary of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.


Mike Willingham

STATE OF FLORIDA
COUNTY OF HIGHLANDS

The foregoing instrument was acknowledged before me this 17 day of August, 2010, by Mike Willingham, who is personally known to me or who has produced _____ as identification.





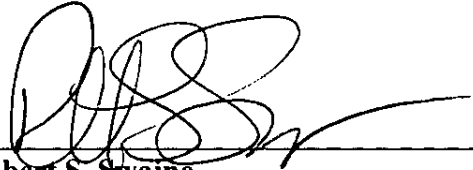
Notary Public, State of Florida at Large

Printed Name: _____

My commission expires: _____

(affix notarial seal)

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.


Robert S. Swaine
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA