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BRASHEAR, MARSH & McCARTY PL

C o u n s e l o r s A t L a w

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February 23, 2011

* Florida Bar Board Certified Tax Lawyer
† Florida Bar Board Certified Real Estate Lawyer
† Supreme Court Certified Circuit Civil Mediator

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

RE: FLORIDA ENVIRONMENTAL JUSTICE NETWORK, INC.

Gentlemen:

Enclosed are the original and one (1) copy of the Articles of Incorporation for the above-referenced corporation, together with check number 7582 in the amount of \$78.75 representing the following:

Filing Fee	\$ 35.00
Certificate Designating Resident Agent	35.00
Certified Copy of Articles of Incorporation	8.75

After filing the original Articles of Incorporation, please certify the enclosed copy and return same to this office.

Sincerely,
BRASHEAR, MARSH & McCARTY, PL



Larry D. Marsh

Email: lmarsh@nflalaw.com

LDM/pf
Enclosure

cc: Richard Stokes

**ARTICLES OF INCORPORATION
OF
FLORIDA ENVIRONMENTAL JUSTICE NETWORK, INC.
(A Corporation Not-For-Profit)**

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CLERK OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of the corporation (the "Corporation") is **FLORIDA ENVIRONMENTAL JUSTICE NETWORK, INC.**

**ARTICLE II
PRINCIPAL OFFICE**

The principal office or mailing address of the Corporation is 2546 SW 14th Drive, Gainesville, Florida 32608.

**ARTICLE III
PURPOSES**

The specific purposes for which the Corporation is organized are:

To work for the protection of the clean air, clean water and all the other elements of our natural heritage throughout the State of Florida; to work to prevent the degradation of our air and water from contamination and other misuse; to work to conserve our intact natural heritage; to work to protect the commons from noise pollution; to work to protect animals from abuse; and to provide information to the public and to pursue other educational activities.

The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code") and is not formed for pecuniary profit or financial gain. Specifically, the purpose of the Corporation is to receive and maintain real or personal property (including cash contributions), or both, and, subject to the restrictions and limitations hereinafter set forth in these Articles and in its Bylaws, to use and apply the whole or any part of the income therefrom and the principal thereof for charitable, religious, scientific, literary, or educational purposes within the meaning of these terms as used in Section 501(c)(3) of the Internal Revenue Code of 1986 ("the Code") and the Treasury Regulations promulgated thereunder, as they now exist or as they may hereafter be amended.

The Corporation is authorized to perform any lawful act or activity for which corporations not-for-profit may be formed under the Florida Not-For-Profit Corporation Act (Chapter 617, Florida Statutes). Notwithstanding any other provisions of these Articles to the contrary, the Corporation shall not have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) of the Code; nor shall the Corporation

engage directly or indirectly in any activity which would cause the loss of such qualification.

ARTICLE IV MEMBERS

The Corporation shall have no members, except it may have non-voting members as provided in the Bylaws.

ARTICLE V DIRECTORS

Section 1. The Board of Directors of the Corporation shall consist of three Directors, to be elected as provided in the Bylaws. The names and addresses of the Corporation's initial directors are:

David Lee McSherry
15212 SW 73rd Avenue
Archer, Florida 32618

December McSherry
15212 SW 73rd Avenue
Archer, Florida 32618

Karen Orr
2546 SW 14th Drive
Gainesville, Florida 32608

Richard A. Stokes
2546 SW 14th Drive
Gainesville, Florida 32608

Section 2. The Board of Directors may, by resolution or amendment to the Bylaws, increase or decrease the number of Directors at any time; *provided* that there shall never be fewer than three Directors, or such other minimum number as may be required by Florida law.

Section 3. The Directors shall exercise all powers of the Corporation.

ARTICLE VI OFFICERS

The officers and their manner of election shall be as provided in the Bylaws or by action of the Directors.

ARTICLE VII TITLE TO PROPERTY

Title to all property of the Corporation shall be held in the name of the Corporation or as otherwise may be provided pursuant to the authority of the Bylaws of the Corporation. Any gift, bequest, devise or donation of any kind whatsoever to the Corporation or its Board of Directors shall be deemed to vest title in the Corporation.

ARTICLE VIII REGISTERED AGENT

The name and address of the Corporation's registered agent is:

Richard A. Stokes
2546 SW 14th Drive
Gainesville, Florida 32608

ARTICLE IX AMENDMENTS

These Articles may be amended as provided in the Bylaws.

ARTICLE X DISSOLUTION

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to one or more organizations qualified as exempt under Section 501(c)(3) of the Code.

Upon liquidation, the Board shall vote on the qualified organization or organizations to receive a distribution of the remaining assets of the Corporation. Only those organizations receiving a majority vote of the Board shall be entitled to receive a distribution. The Board shall determine which assets are to be distributed to the organizations receiving a majority vote and such determination of distribution shall be by majority vote of the Board.

ARTICLE XI INCORPORATOR

The name and address of the incorporator is:

Richard A. Stokes
2546 SW 14th Drive
Gainesville, Florida 32608

ARTICLE XII CHARITABLE RESTRICTIONS

Section 1. Prohibition on Private Inurement. Notwithstanding any other provision of these Articles to the contrary, no part of the net earnings, current or accumulated, or property of the Corporation shall inure to the benefit of, or be distributed to, any member (other than a member which is exempt from federal income tax under Section 501(c)(3) of the Code), director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payment and distributions in furtherance of the purposes set forth in these Articles.

Section 2. Prohibition on Dividends. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not have the power to declare dividends.

Section 3. Limitation on Lobbying Activities. Notwithstanding any other provision of these Articles to the contrary, no substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation.

Section 4. Prohibition on Intervening in Political Campaigns. Notwithstanding any other provision of these Articles to the contrary, 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.

Section 5. Tax-Exempt Status. Notwithstanding any other provision of these Articles to the contrary, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code.

**ARTICLE XIII
INDEMNIFICATION**

The Corporation shall indemnify any officer, director or employee, or any former officer, director or former employee, to the fullest extent permitted by law.

The undersigned incorporator has executed these Articles of Incorporation this 23rd day of February, 2011.

R. Stokes
Richard A. Stokes, Incorporator

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 23rd day of February 2011, by Richard Stokes who is personally known to me or has produced FL-DL as identification.

NOTARY PUBLIC:



Sign: *Marilyn J. Tidwell*
Print: MARILYN J. TIDWELL

State of Florida At Large
(Seal)

My Commission Expires:

Title/Rank: Notary
Commission Number

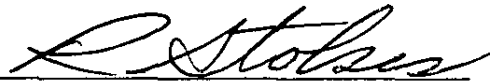
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CERTIFICATE DESIGNATING AGENT UPON WHOM PROCESS MAY BE SERVED AND
THE PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA

The following is submitted in compliance with Section 617.0501, Florida Statutes:

Florida Environmental Justice, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, has named Richard A. Stokes as its registered agent to accept service of process at its office within this state, located at 2546 SW 14th Drive, Gainesville, Florida 32608.

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provisions of said sections relative to keeping open the registered office.



Richard A. Stokes
Registered Agent

2/23/11
Date

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11 FEB 24 PM 2:06
CLERK OF STATE
TREASURY DEPT.