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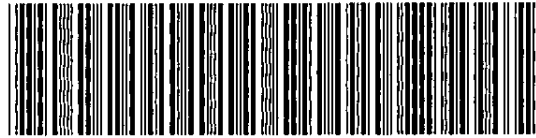
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ACCOUNT NO. : I200000000195

REFERENCE : 432475 7525808

AUTHORIZATION :

COST LIMIT : \$ 70.00

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ORDER DATE : December 23, 2014

ORDER TIME : 10:07 AM

ORDER NO. : 432475-005

CUSTOMER NO: 7525808

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TALLAHASSEE, FLORIDA

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NAME: RIVER LANDING CONSERVATION
FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams - EXT. 62935

EXAMINER'S INITIALS: _____

**ARTICLES OF INCORPORATION
FOR
RIVER LANDING CONSERVATION FOUNDATION, INC.**

THE UNDERSIGNED INCORPORATOR, for the purpose of forming a not-for-profit corporation under Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

**ARTICLE I
Corporate Name**

The name of the corporation shall be **RIVER LANDING CONSERVATION FOUNDATION, INC.** (hereinafter referred to as the "Foundation").

**ARTICLE II
Principal Office**

The mailing and street address of the Foundation's principal office shall be located at 283 Catalonia Avenue, Coral Gables, Florida 33134.

**ARTICLE III
Purpose**

The purposes for which the Foundation was organized shall be as follows:

A. To acquire land along the Miami River to enhance the Health District in the City of Miami, improve such land as deemed necessary by the Foundation (including but not limited to the construction of the bulkhead and riverwalk) educational scientific, charitable and other activities to carry out the purposes herein within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). Notwithstanding anything herein to the contrary, the Foundation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income taxes under Code Section 501(c)(3), contributions to which are deductible for federal and state income, gift and estate tax purposes.

B. The Foundation's purposes include, but are not limited to:

1. Promoting and maintaining land areas owned by the Foundation for the enhancement of the Miami Health District;

2. Raising funds to support the aforementioned activities by solicitation of charitable contributions from corporations, partnerships, limited liability companies and other businesses, private individuals, charitable organizations, governmental agencies, private foundations and other persons;

3. Leasing or subleasing property to support the aforementioned activities;

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4. Receiving by way of gift, purchase, grant, devise, will or otherwise, real, personal or mixed property;

5. Holding, using, maintaining, leasing, donating, pledging, encumbering, loaning, selling, conveying and otherwise disposing of all such property in furtherance of the objectives and purposes of the Foundation; and

6. Doing all such other acts as are necessary or convenient to carry out the purposes set forth in these Articles of Incorporation and as are permitted by law and the Code or its corresponding Treasury Regulation for an entity which qualifies under Code Section 501(c)(3).

C. The Foundation is a not-for-profit corporation organized pursuant to the Florida Not for Profit Corporation Act and is created, organized and shall be operated exclusively for educational and charitable purposes.

ARTICLE IV **Powers; Restrictions**

A. Powers. The Foundation shall possess and exercise all the powers and privileges granted by Chapter 617 of the Florida Statutes, or by any other law of Florida, together with all powers necessary or appropriate to the conduct, promotion or attainment of the purposes of the Foundation, limited only by the restrictions set forth in these Articles of Incorporation and those imposed upon similar organizations under Code Section 501(c)(3).

B. Exercise of Powers; Restrictions. The Foundation, its Board of Directors and its members shall transact the business of the Foundation only in the following manner:

1. No portion of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, its members, directors, officers or any other private person, with the exceptions that the Foundation 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 herein.

2. The Foundation shall at all times operate as a not-for-profit corporation according to the laws of the State of Florida, and at no time shall issue any shares or pay any dividends to its members.

3. No substantial part of the activities of the Foundation shall be the dissemination of propaganda, lobbying, or other attempts to influence legislation, and the Foundation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign in behalf of any candidate for public office.

4. Notwithstanding any other provision of these Articles of Incorporation, the Foundation shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an organization exempt under Code Section 501(c)(3) and applicable Treasury Regulations as

they now exist or as they may hereafter be amended, (ii) by an organization contributions to which are deductible under Code Section 170 and applicable Treasury Regulations as they now exist or as may be amended or (iii) by a not-for-profit corporation under the laws of the State of Florida as they now exist or may be hereafter amended.

ARTICLE V
Membership

The Foundation shall not have any members.

ARTICLE VI
Term of Existence

The Foundation shall exist perpetually.

ARTICLE VII
Incorporator

The name and address of the undersigned incorporator is:

NAME

Andrew Hellinger

ADDRESS

283 Catalonia Avenue
Coral Gables, Florida 33134

ARTICLE VIII
Board of Directors

The powers of the Foundation shall be exercised, its assets controlled and its affairs managed by a Board of Directors. The number of Directors and the manner of their election or appointment shall be as stated in the By-Laws provided that there shall always be at least three (3) directors of the Foundation in accordance with Section 617.0803(1), Florida Statutes.

ARTICLE IX
Dissolution

Upon the dissolution or winding up of the affairs of the Foundation, all assets remaining after payment, or provision of payment, of all debts and liabilities of the Foundation, shall be distributed in the sole discretion of the Board of Directors to one or more not-for-profit funds, foundations, trusts, corporations or other organizations to be devoted to similar purposes as the Foundation and which are exempt from United States income taxes as a Code Section 501(c)(3) charitable organization.

ARTICLE X
Avoidance of Excise Taxes

A. If the Foundation is treated as a non-operating private foundation, the Foundation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on "undistributed income" imposed by Code Section 4942, or any corresponding provisions of any future United States Revenue Law.

B. The Foundation shall not engage in any act of "self-dealing," as defined in Code Section 4941(d) or any corresponding provisions of any future United States Revenue Law.

C. The Foundation shall not retain any "excess business holdings," as defined in Code Section 4943(c), or any corresponding provisions of any future United States Revenue Law.

D. The Foundation shall not make any investment in such manner as to subject it to tax under Code Section 4944, or any corresponding provisions of any future United States Revenue Law.

E. The Foundation shall not make any "taxable expenditures," as defined in Code Section 4945(d), or any corresponding provisions of any future United States Revenue Law."

ARTICLE XI
Amendments to the Articles of Incorporation

Amendments to the Articles of Incorporation shall be enacted in accordance with the terms of the Foundation's Bylaws. Members of the Foundation shall not be entitled to vote on any amendments to these Articles of Incorporation.

ARTICLE XII
Amendments to By-Laws

The Bylaws of the Foundation may be made, altered, or rescinded by the Board of Directors of the Foundation as provided in the Bylaws.

ARTICLE XIII
Indemnification

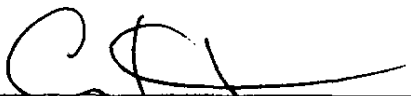
Every director and officer of the Foundation and every member of the Foundation serving the Foundation at its request shall be indemnified by the Foundation for all expenses and liabilities, including attorneys' fees and appellate attorneys' fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party, or in which he or she may become involved by reason of his or her being or having been a director or officer of the Foundation, or by reason of his or her serving or having served the Foundation at its request, whether or not he or she is a director or officer or is serving at the time the expenses or liabilities were incurred; provided, that in the

event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of gross negligence or willful misconduct, indemnification shall apply only when the Board of Directors approves the settlement and/or reimbursement as being in the interest of the Foundation. The foregoing right of indemnification shall be in addition to and not in lieu of any and all other rights to which that person may be entitled.

ARTICLE XIV
Registered Agent and Office

The name of the Foundation's initial registered agent is Andrew Hellinger and the street and mailing address of the Foundation's initial registered office in Florida is 283 Catalonia Avenue, Coral Gables, Florida 33134.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this ____ day of December, 2014.



Andrew B. Hellinger, Incorporator

ACCEPTANCE AS REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of **RIVER LANDING CONSERVATION FOUNDATION, INC.**, a Florida not-for-profit corporation, and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties and represents that it is familiar with and accepts the obligations of the position as registered agent as provided in Chapter 617, Florida Statutes.

REGISTERED AGENT


Andrew B. Hellinger

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