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SOUTHWEST FLORIDA LAND PRESERVATION TRUST, INC.

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
SOUTHWEST FLORIDA LAND PRESERVATION TRUST, INC.**

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The Articles of Incorporation of Southwest Florida Land Preservation Trust, Inc. are hereby amended and restated in their entirety as set forth below:

ARTICLE I.

NAME

The name of this Corporation shall be Southwest Florida Land Preservation Trust, Inc.

ARTICLE II.

PURPOSES & POWERS

Section 1. Purposes

- (a) The Corporation is organized exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, ("Code")(or the corresponding provision of any future United States Internal Revenue Law).
- (b) The specific purpose of the Corporation is the preservation of land for scientific, historic, educational, ecological, recreational, science or open space opportunities.

Section 2. Power

- (a) The Corporation's purposes as herein stated shall be carried out by its Board of Directors in a manner that will enable the Corporation to qualify as a charitable organization within the meaning of Section 501(c)(3) of the Code. To this end the Corporation shall have the following powers:
 - (i) To own, acquire, convey, exchange, lease, mortgage, encumber transfer upon trust, or otherwise dispose of, all property, real or personal; to borrow money, contract debts, and issue bonds, notes and debentures, and to secure the payment or performance of its obligations.
 - (ii) To receive property by gift, devise or bequest subject to the laws regulating the transfer of property by will, and otherwise to acquire and

hold all property, real or personal, including shares of stock, bonds and securities of other corporations.

- (iii) To enter into contracts with any person, firm, association, corporation, municipality, county, state, nation or other body politic or with any colony, dependency or agency of any of the foregoing.
- (iv) To perform every act necessary or proper for the accomplishment of the objects and purposes enumerated or for the protection and benefit of the Corporation.

(b) Notwithstanding any powers granted to this Corporation by its charter, By-laws or by the laws of the State of Florida, the following limitations of powers shall apply and be paramount:

- (i) No part of the net earnings of the Corporation shall inure to the benefit of any member, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and except to the extent that benefit inures to persons in accordance with the carrying out of the Corporation's charitable purposes as herein defined), and no member, director, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the Corporate assets on dissolution of the Corporation.
- (ii) No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation.
- (iii) The Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- (iv) Notwithstanding any other provisions of this certificate, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Sections 170(c)(2), or 2055(a) of the Code.
- (v) Upon the dissolution of the Corporation, the trustees of the Corporation shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all residual assets of the corporation to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Code or

corresponding sections of any prior or future Internal Revenue code or to the federal, state or local government for exclusive public purposes. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for charitable purposes, or to such organization or organizations organized and operated exclusively for such charitable purposes, as said court shall determine.

ARTICLE III.

PRIVATE FOUNDATION RULES

If the Corporation is a Private Foundation within the meaning of Section 509 of the Code, and is not an Operating Foundation as defined by Section 4942(j)(3) of the Code, then the provision of this Article III shall apply.

- (a) The corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any later federal tax laws.
- (b) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any later federal tax laws.
- (c) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any later federal tax laws.
- (d) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any later federal tax laws.
- (e) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any later federal tax laws.
- (f) The corporation shall not make any political expenditures as defined in Section 4955 of the Code or corresponding provisions of any later federal tax laws.
- (g) The corporation shall not make any disqualifying lobbying expenditures as defined in Section 4912 of the Code or corresponding provisions of any later federal tax laws.

ARTICLE IV.

MEMBERS

The Corporation shall have two classes of members each of which shall be members:

Voting Members are those members who are and comprise its Board of Directors. The number of Voting Members shall be the same as the number of directors on the Board of Directors. A director shall become a Voting Member upon election as a director and shall no longer be a Voting Member once he is no longer a director.

Annual Non-Voting Members are those persons who, on an annual basis, agree to become a financial contributor to the Corporation in one or more different classifications as the board of directors may from time to time establish in the By-laws or by resolutions. Annual Non-Voting Members shall enjoy such membership privileges for the year in which they provide a financial contribution as the Board of Directors establishes by resolution or in the By-laws. All Annual Non-Voting memberships will expire at the end of the period for which a financial contribution has been made. Annual Non-Voting Members have no voting rights.

ARTICLE V.

TERM OF CORPORATE EXISTENCE

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI.

REGISTERED OFFICE AND AGENT

- (a) The street address of the present registered office of this Corporation is c/o EK Consulting, Inc., 1100 5th Avenue S., Suite 201, Naples, FL 34102.
- (b) The name of the present registered agent of this Corporation located at the address of the registered office is Elinor V. Krier.

ARTICLE VII.

OFFICERS

- (a) The Corporation shall have a President, Secretary and a Treasurer, and it may have additional and assistant officers including, without limitation thereto, a Chairman of the Board of Directors, one or more Vice Presidents, an Assistant Secretary and an Assistant Treasurer. A person may hold more than one office, except that the President may not also be the Secretary or Assistant Secretary.
- (b) Officers shall be elected, removed and hold office as provided in the By-laws.

ARTICLE VIII.

BOARD OF DIRECTORS

- (a) The affairs of business of the Corporation shall be conducted by a Board of Directors consisting of not less than three persons. The members of the Board shall be elected annually by the existing Directors.
- (b) In the event of a vacancy on the Board of Directors by reason of death, resignation, or removal the replacement Director(s) will be elected in accordance with the By-laws.
- (c) The other members of the Board of Directors, by a majority of such other members may remove from office a member of the Board, with or without cause, whenever it is deemed in the best interests of the Corporation as determined by all of the other members.

ARTICLE IX.

BY-LAWS

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered, or repealed by the Directors in any manner permitted by the By-Laws which is in accord with the purposes of the Corporation as set out in these Articles of Incorporation.

ARTICLE X.

AMENDMENT

These Articles of Incorporation may be amended by the Board of Directors provided that any amendment will not adversely affect the status of the Corporation as an organization qualifying under Section 501(c)(3) of the Code.

ARTICLE XI.

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

- (a) The Corporation hereby indemnifies any person who was or is a party to any proceeding:
 - (i) Other than one by or in the right 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 of Director, officer, employee or agent of the Corporation, or in his capacity as Director, officer, employee or agent of any other corporation,

partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against liability incurred as a result of such proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in 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 proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that he had reasonable grounds for belief that such action was unlawful.

- (ii) By or in the right of the Corporation to procure a judgment in its favor, by reason of his being or having been a Director, officer, employee or agent of the Corporation, or by reason of his being or having been a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against the reasonable expenses, and amounts paid in settlement, not exceeding in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in 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 liable unless and only to the extent that the court, in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court shall deem proper.

- (b) The Board of Directors shall have the sole discretion to determine whether amounts for which a Director or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Corporation, and whether, 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 by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such proceeding. If such a quorum is not obtainable by majority vote of a committee duly designated by

the Board of Directors (directors who are parties may participate) consisting solely of two or more directors not parties to such proceeding.

- (c) The Board of Directors shall have the power to indemnify expenses incurred by an officer or director in defending a civil or criminal proceeding in advance of the final disposition of such proceeding, provided such officer or director undertakes to repay such amount if that officer or director is ultimately found not to be entitled to indemnification by the corporation. The Board of Directors may also indemnify other employees and agents in advance upon such terms or conditions that the Board of Directors deem appropriate.
- (d) The officers, directors, employees and agents of this corporation are afforded the full indemnification protection under Florida Statute 607.014.
- (e) The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

**SOUTHWEST FLORIDA LAND PRESERVATION TRUST, INC.
CERTIFICATE**

The undersigned President and Secretary of SOUTHWEST FLORIDA LAND PRESERVATION TRUST, INC., a Florida non-profit corporation, DO HEREBY CERTIFY:


1. That the present name of the corporation is SOUTHWEST FLORIDA LAND PRESERVATION TRUST, INC.;
2. That pursuant to the provisions of the Florida Statutes, the Board of Directors and members of the Corporation have approved the adoption of the foregoing Amended and Restated Articles of Incorporation in full conformity with the existing Articles of Incorporation and By-Laws of the Corporation, as amended, and the Florida Statutes at a meeting duly noticed and called on May 27, 2009;
3. That the provisions of any and all prior versions of the Corporation's Articles of Incorporation and all amendments thereto as previously filed with the Secretary of State of Florida are amended and restated in their entirety by the provisions of the foregoing Amended and Restated Articles of Incorporation.
4. That the provisions of the foregoing Amended and Restated Articles of Incorporation replace and supersede the provisions of any and all prior versions of the Corporation's Articles of Incorporation and all amendments thereto as previously filed with the Secretary of State of Florida.
5. That the text of the Articles of Incorporation of SOUTHWEST FLORIDA LAND PRESERVATION TRUST, INC., is hereby amended and restated to read in full, as set forth in

the foregoing Amended and Restated Articles of Incorporation.

IN WITNESS WHEREOF, the President and Secretary of the Corporation have caused these presents to be executed this 2 day of June, 2009.



Scott Cameron, President



Patricia Carroll, Secretary