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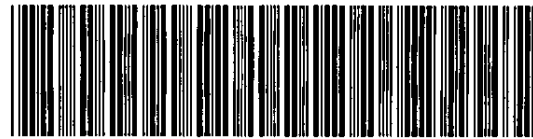
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**LINDSAY & ANDREWS**

# A PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

5218 WILLING STREET

MILTON, FLORIDA 32570

ALLEN W. LINDSAY, JR. \*

ROY V. ANDREWS

HEATHER F. LINDSAY \*

\* ALSO ADMITTED IN ALABAMA

(850) 623-3200

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May 20, 2014

REPLY TO:

POST OFFICE BOX 586

MILTON, FLORIDA 32572

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

RE: Restated Articles of Incorporation for  
Florida Three Rivers Resource Conservation  
and Development Council, Inc.

To Whom It May Concern:

Enclosed please find the following regarding the above-referenced matter:

1. Original Restated Articles of Incorporation;
2. A check in the amount of \$35.00 representing the filing fee.

A self-addressed, stamped envelope is enclosed for your convenience in returning the Articles once same have been filed.

We appreciate your assistance in this matter.

Sincerely,



Wanda C. Pitts

Assistant to Roy V. Andrews

wcp

Enclosures

**RESTATED ARTICLES OF INCORPORATION**

**OF**

14 MAY 23 AM 10:01

**FLORIDA THREE RIVERS RESOURCE CONSERVATION  
AND DEVELOPMENT COUNCIL, INC.**

**A Not-For-Profit Corporation**

The members of the corporation who constitute The Board of Directors of the corporation affirmatively voted to restate the Articles of Incorporation at a meeting duly held on April 3, 2014.

**ARTICLE I.**

**NAME**

The name of the corporation is "Florida Three Rivers Resource Conservation and Development Council, Inc."

**ARTICLE II.**

**DURATION**

This corporation shall exist perpetually, commencing upon the filing of these Articles of Incorporation by the Department of State.

**ARTICLE III.**

**PURPOSE**

The purposes of this corporation are:

- a. To establish goals, objectives, policies, priorities, and courses of action for Resource Conservation and Development (RC&D) programs in Escambia, Santa Rosa, Okaloosa, Walton, Bay, Washington, and Holmes Counties, Florida, and in any other geographic areas determined by the Board of Directors.
- b. To secure the support and assistance needed to develop and carry out the Business Plan;
- c. To develop a partnership with Federal and State Agencies including military installations throughout the Southeast to address natural resource conservation concerns.

d. To improve economic conditions within the area served, through the acceleration of conservation and proper use of natural resources.

e. To accomplish such other educational or scientific purposes, consistent with the above purposes, as are approved by the Board of Directors, including the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of the United States of America, as it may be amended from time to time;

f. To exercise all of the powers enumerated in Chapter 617, Florida Statutes, as they may be amended from time to time, and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance of any of the powers enumerated which are not in derogation of the laws of the State of Florida or the United States of America; provided, however, that the corporation, in exercising any one or more powers, shall do so in furtherance of the exempt purposes for which it has been organized as described in Section 501(c)(3) of the Internal Revenue Code of the United States of America, as it may be amended from time to time.

#### ARTICLE IV.

##### ACTS AFFECTING NON-TAXABLE STATUS PROHIBITED

This corporation is organized exclusively for educational, scientific and charitable purposes as a not for profit corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code of the United States of America, and its activities shall be conducted for such purposes and in such a manner that no part of its net earnings shall inure to the benefit of any member, director, officer, or individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes). No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and 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. The corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.

#### ARTICLE V.

##### NON-STOCK CORPORATION

This corporation is organized on a non-stock basis.

## ARTICLE VI.

### MEMBERSHIP; INITIAL MEMBERS

The authorized number and qualifications of the members of the corporation, the manner of their admission, procedures for replacing members, the voting and other rights and privileges of members shall be set forth in the Bylaws.

## ARTICLE VII.

### BOARD OF DIRECTORS

The affairs of the corporation shall be managed by the Board of Directors which shall be as constituted and governed in accordance with the Bylaws of the corporation. All powers of the corporation, including establishment of policy, determination of matters of business, adopting or amending Bylaws, hiring or firing employees, and accepting and utilizing grants and donations, are vested in the Board of Directors.

## ARTICLE VIII.

### OFFICERS

The affairs of the corporation shall be managed, subject to direction by the Board of Directors, by officers as set forth in the Bylaws.

## ARTICLE IX.

### BYLAWS

The Bylaws of the corporation shall be made, amended or rescinded by the Board of Directors. Bylaws may be amended or rescinded by a majority vote of the Board of Directors, provided that a quorum of the board is present, as a quorum is defined in the Bylaws of the corporation.

## ARTICLE X.

### REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation is:

Florida Three Rivers RC&D Council, Inc.  
5230 Willing Street  
Milton, Florida 32570

The registered agent of the corporation is Steve Duncan, 5230 Willing Street, Milton, Florida 32570. The registered agent may be changed by the Board of Directors.

ARTICLE XI.

NO DISTRIBUTION TO MEMBERS

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 Article III above.


ARTICLE XII.

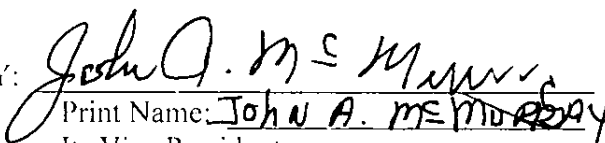
DISSOLUTION

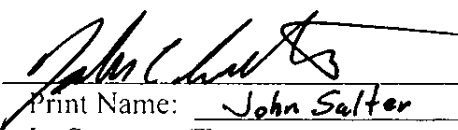
In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, corresponding sections of any prior or future law, or to the federal, state or local government for exclusive public purpose.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seal on the dates written below:

FLORIDA THREE RIVERS RESOURCE  
CONSERVATION AND DEVELOPMENT  
COUNCIL, INC.

BY:   
Print Name: Steve Duncan  
Its President

BY:   
Print Name: John A. McMurphy  
Its Vice President

BY:   
Print Name: John Salter  
Its Secretary/Treasurer

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

I, STEVE DUNCAN, hereby accept the appointment as Registered Agent for Florida Three Rivers Resource Conservation and Development Council, a Not-for-Profit Corporation, as set forth in its Restated Articles of Incorporation being filed simultaneously herewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 3 day of April, 2014.

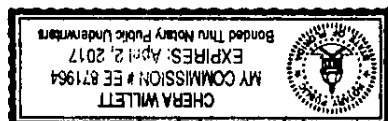
  
STEVE DUNCAN

STATE OF FLORIDA  
COUNTY OF SANTA ROSA

FILED  
CLERK OF DISTRICT COURT  
SANTA ROSA COUNTY, FLORIDA  
14 MAY 23 AM 10:02

The foregoing instrument was acknowledged before me by STEVE DUNCAN, who is personally known to me or who produced personally known as identification, who executed the foregoing instrument and acknowledged that he executed the same for the uses and purposes therein set forth.

Given under my hand and official seal on this the 3 day of April, 2014.



  
NOTARY PUBLIC