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FROM GRAY ROBINSON

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**PEOPLE FOR PROTECTING PEACE RIVER, INC.**

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
PEOPLE FOR PROTECTING PEACE RIVER, INC.**

The undersigned, President of PEOPLE FOR PROTECTING PEACE RIVER, INC., a Florida not for profit corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Amended and Restated Articles of Incorporation of the Corporation:

WHEREAS: The name of the Corporation is PEOPLE FOR PROTECTING PEACE RIVER, INC., a Florida not for profit corporation.

WHEREAS: The amendment and restatement of the Articles of Incorporation of the Corporation reflected herein was duly adopted by the majority vote of the Members at a duly called meeting on December 30, 2008.

WHEREAS: The effective date of these Amended and Restated Articles of Incorporation shall be upon the filing thereof with the Florida Department of State.

WHEREAS: Pursuant to the provisions of section 617.1007 of the Florida Not For Profit Corporation Act, the Amended and Restated Articles of Incorporation of the Corporation shall provide as follows:

**ARTICLE I.  
NAME**

The complete legal name of this corporation shall be People for Protecting Peace River, Inc. (hereinafter called the "Corporation").

**ARTICLE II.  
PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

The address of the principal office and/or mailing address of the Corporation is 4224 Solomon Road, Ona, Florida 33865.

**ARTICLE III.  
DURATION**

The term of existence of the Corporation is perpetual. The corporate existence shall commence with the signing of these Articles of Incorporation.

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**ARTICLE IV.****PURPOSE**

The Corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profits of the Corporation are distributable to, or inures to the benefit of, its directors or officers; provided however, reasonable compensation as set by the Board of Directors may be paid for services rendered to or for the Corporation. No substantial part of the activities of the Corporation shall involve lobbying, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in 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 by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

This Corporation is organized and is to operate exclusively not for profit for environmental preservation involving the Peace River and Peace River Basin and such other purposes as the Board of Directors shall deem appropriate and which is lawful under the Florida Not For Profit Corporation Act.

For such purposes, and operating without profit, and in the manner stated, the Corporation shall have the power to:

- A. Engage in any and all activities which may be deemed necessary or appropriate for the proper and successful attainment of the objects and purposes for which this Corporation was created.

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B. Solicit, accept, hold and administer contributions received by deed, gift, will, ordinance, statute or otherwise; to own, hold, operate and administer or dispose of real and personal property, both in this state and all other states, territories and dependencies of the United States and generally to do all things necessary and proper to accomplish the purposes herein stated and permitted to like non-profit corporations by law.

C. Provided further, that:

1. Assets or property held in trust for the Corporation or by the Corporation for its corporate purposes as herein stated shall be segregated and identified as being so held, and shall not be held without disclosure of the fiduciary capacity in which they are held.
2. The Corporation shall not engage in any transaction prohibited by Section 503(c) of the United States Internal Revenue Code as now enacted or as it may hereafter be amended.
3. The Corporation shall not apply accumulation of income in any manner which may subject it to denial of exemption as provided in Section 504 of the United States Internal Code as now enacted, or as it may hereafter be amended.
4. In the event of the dissolution of this Corporation, any assets of said Corporation then remaining shall be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

#### **ARTICLE V. BYLAWS**

Except as otherwise provided therein, the Bylaws of this Corporation shall be made, altered and rescinded by a two-thirds majority vote of the Board of Directors voting at any regular Board of Directors meeting or at a special meeting called for that purpose.

#### **ARTICLE VI. BOARD OF DIRECTORS**

The affairs of this Corporation shall be managed by a Board of not less than three (3) voting Directors and no more than nine (9) voting Directors and by such other officers of the

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Corporation as the Corporation may hereafter see fit to name and designate. The number of Directors may be increased or decreased from time to time by the Bylaws of the Corporation, but shall never be less than three (3) voting members or more than nine (9) voting members. The present Board of Directors shall consist of five (5) Directors hereinafter named:

<u>Name</u>	<u>Address</u>
Dennis L. Mader	4224 Solomon Road Opa, FL 33865
Patty Murray	2616 Boyd Cowart Road Wauchula, FL 33873
Bonnie McClellan	3992 Fussell Road Bowling Green, FL 33824
Bruce Conner	1035 Irving Avenue Bartow, FL 33830
Donald S. McClellan	3992 Fussell Road Bowling Green, FL 33824

The method of election of Directors shall be set forth in the Bylaws.

**ARTICLE VII.**  
**MEMBERSHIP**

The authorized number and qualifications of the members of the Corporation, the manner of their admission, the different classes of membership, if any, the property, voting and other rights, privileges and responsibilities of members shall be set forth in the Bylaws.

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**ARTICLE VIII.**  
**INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation is 4224 Solomon Road, Ona, Florida 433865 and the name of the Corporation's initial registered agent at that address is Dennis L. Mader.

**ARTICLE IX.**  
**AMENDMENTS**

Any amendments to these Articles of Incorporation shall be adopted in the manner set forth in the Bylaws.

**ARTICLE X.**  
**ADDITIONAL RESTRICTIONS**

A. The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

B. The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

C. The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

D. The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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E. The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

IN WITNESS WHEREOF, the undersigned president of the Corporation has executed these Amended and Restated Articles of Incorporation this 15<sup>th</sup> day of January, 2009.

  
Dennis L. Mader, President

STATE OF FLORIDA  
COUNTY OF Manatee

THE FOREGOING INSTRUMENT was acknowledged before me this 15<sup>th</sup> day of January, 2009, by DENNIS L. MADER as President of People for Protecting Peace River, Inc., who is personally known to me or who has produced a Florida driver's license as identification, and who did not take an oath.

(Affix Notary Seal)

  
NOTARY PUBLIC

My Commission Expires:



HEIDI PRATT  
(Type or Print Name of Notary)

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