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Michael J. Cooper
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May 25, 1995

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

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-05/26/95 --01031 --014
****122.50 ****122.50

RE: TREES FOR OCALA, INC.

Dear Sirs:

Please find enclosed the original and one copy of the proposed Charter for the above corporation, (including designation of Resident Agent) together with our account check payable to your order in the amount of \$122.50 to cover the following:

Filing fee for Charter	\$ 35.00
Certified copy of Charter	52.50
Filing fee for Certificate of Registered Agent	35.00
TOTAL:	\$122.50

Please return to me a certified copy of the Charter. Thank you for your cooperation in this matter.

Sincerely yours,

Michael J. Cooper

MJC/slr

Enclosures: Original Charter
Photocopy of Charter
Check

xc: Mrs. Patricia I. Cooper
Mr. Frank Stafford, C.P.A.

5/25/95
JD

**ARTICLES OF INCORPORATION
OF
TREES FOR OCALA, INC.,
A NON-PROFIT CORPORATION**

The undersigned, for the purposes of forming a non-profit corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation is TREES FOR OCALA, INC., a non-profit corporation.

ARTICLE II - COMMENCEMENT AND DURATION

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence is the time of filing of the Articles of Incorporation by the Department of State of the State of Florida.

ARTICLE III - PURPOSE

The purposes for which this corporation is organized are exclusively either religious, charitable, scientific, literary or educational, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law. Specifically, the purpose is to receive funds, gifts and donations from families, individuals and businesses to create a green generational investment in our community supporting the development and implementation of a master urban forestry plan and creating public awareness of trees.

ARTICLE IV - QUALIFICATIONS FOR MEMBERS

The qualifications for members and their admission shall be as stated and regulated by the Bylaws.

ARTICLE V - REGISTERED OFFICE

The street address of the initial registered office of the corporation is 321 Northwest Third Avenue, Ocala, Florida 34475. The name of its initial Registered Agent at such address is Michael J. Cooper, Esquire. The principal office of the corporation is the same as the registered office.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The Directors shall be elected or appointed in accordance with the method of election or appointment as stated in the Bylaws of the corporation.

ARTICLE VII - INCORPORATORS

The name and address of the incorporator is: Patricia L. Cooper, 321 Northwest Third Avenue, Ocala, Florida 34476.

ARTICLE VIII

This corporation shall be organized on a non-stock basis such that no shares of stock shall be issued. Membership of this corporation may be evidenced by a Certificate of Membership containing the statement printed prominently upon the face of the Certificate that the corporation is a non-profit corporation. Such certificate need not be issued, but the issuance thereof shall be determined and governed by the Bylaws. No dividends shall be paid and no part of the income of the corporation shall be distributed by its members, directors or officers.

ARTICLE IX

Notwithstanding any other provision of these Articles of Incorporation, this organization shall not carry on any activities not permitted to be carried on by an organization 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.

ARTICLE X

Upon dissolution of the organization, the assets shall be distributed for one or more exempt purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future Federal Tax Code, or shall be distributed to the Federal, State or local government for a public purpose. Any such assets not so disposed of, shall be disposed of by the Court of Common Pleas of the County in which the principal office of the organization is then located, exclusively for such purposes.

EXECUTED by the undersigned person at Ocala, Marion County, Florida, on this the 24th day of May, 1995.

PATRICIA I. COOPER
PATRICIA I. COOPER, Incorporator

ACCEPTANCE

I, MICHAEL J. COOPER, accept the office of Registered Agent. I am located at 321 Northwest Third Avenue, Ocala, Florida 34476.

MICHAEL J. COOPER, Registered Agent

STATE OF FLORIDA
COUNTY OF MARION

The foregoing was acknowledged before me this 24th day of May, 1995, by PATRICIA I. COOPER as Incorporator, who:

- A) X is/are personally known to me OR
— who has/have produced — a driver's license OR
— other identification: —
as identification; and
- B) X did OR
— did not take an oath.

Sherril L. Roberts
Print Name: SHERRIL L. ROBERTS



STATE OF FLORIDA
COUNTY OF MARION

The foregoing was acknowledged before me this 24th day of May, 1995, by MICHAEL J. COOPER as Registered Agent, who:

- A) X is/are personally known to me OR
— who has/have produced — a driver's license OR
— other identification: —
as identification; and
- B) X did OR
— did not take an oath.

Sherril L. Roberts
Print Name: SHERRIL L. ROBERTS

