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TALLAHASSEE, FLORIDA

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ORDER NO. : 197546-005

CUSTOMER NO: 137473A

CUSTOMER: Ms. Carolanne Rios
Hall & Runnels
Suite 106
1234 Airport Road
Destin, FL 32541

DOMESTIC AMENDMENT FILING

NAME: PANHANDLE LAND CONSERVANCY,
INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Thelmon Washington

EXAMINER'S INITIALS:

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DIVISION OF CORPORATION

Restated
Articles
of
Incorporation
12/23/96
DA

RESTATED ARTICLES OF INCORPORATION

OF

PANHANDLE LAND CONSERVANCY, INC.
a Florida not-for-profit corporation

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Corporation is PANHANDLE LAND CONSERVANCY, INC.

ARTICLE II - ENABLING LAW

This Corporation is organized pursuant to the Corporations Not for Profit Law of the State of Florida, set forth in Part One of Chapter 617, Florida Statutes.

ARTICLE III - PURPOSE

(a) The purposes for which the Corporation is organized are exclusively religious, charitable, scientific, literary and 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.

(b) Notwithstanding any other provision of these articles, 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.

(c) This Corporation shall have and exercise all rights and powers conferred upon corporations under the laws of the State of Florida within the limits of purposes set out in subparagraphs (a) and (b) of this article.

ARTICLE IV - TERM

This Corporation shall have a perpetual existence with its effective date being the date of filing of these Articles of Incorporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this Corporation is Suite 106, 1234 Airport Road, Destin, Florida 32541 and the name of the initial registered agent and incorporator of this Corporation at that address is STEVEN K. HALL.

ARTICLE VI - MEMBERSHIP

The authorized number, qualifications, and manner of admission of members of this Corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, the liability of members for dues or assessments and the method of collection thereof, and the termination and transfer of membership shall be as set forth in the bylaws of this Corporation.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

(a) **Board of Directors.** The powers of this Corporation shall be exercised and its affairs conducted by a board of not less than three (3) directors initially. The number of directors may be changed by a bylaw duly adopted by the members entitled to vote. Directors shall be elected annually by a majority vote of the membership present at the annual meeting. The names and addresses of the initial directors of this Corporation who are to act in this capacity until their successors are selected are:

Steven K. Hall
Suite 205, 1234 Airport Road
Destin, Florida 32541

Mike Dentzau
8350 Hunter's Ridge Trail
Tallahassee, Florida 32312

Sherry Grant Hall
Suite 205, 1234 Airport Road
Destin, Florida 32541

(b) **Elective Officers.** The officers of this Corporation shall be a president and secretary/treasurer. The qualifications, the time and manner of electing, the duties of, the terms of office and the manner of removing officers shall be set forth in the bylaws.

The officers who are to serve until the first election of officers under these articles are:

Steven K. Hall	-	President
Mike Dentzau	-	Secretary/Treasurer

ARTICLE VIII - INCOME FROM PUBLIC EVENTS

If this Corporation holds any events in which members of the general public are invited to attend for a fee, the net proceeds, if any attributable to such participation by non-members will be paid over to an organization which is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code on an annual basis.

ARTICLE IX - BYLAWS

Bylaws will hereinafter be adopted at the first meeting of the board of directors. Such bylaws may be amended or repealed, in whole or in part by the directors as provided therein.

ARTICLE X - AMENDMENT OF ARTICLES

Amendments to these articles may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of members of the Corporation.

ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.


ARTICLE XII - DISSOLUTION

This Corporation shall be dissolved and its affairs wound up by a two-thirds vote of the voting members. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a 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 Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII - CERTIFICATION

IN WITNESS WHEREOF, in compliance with the requirements of Section 617.1007, Florida Statutes, the undersigned herein certifies that all amendments contained herein have been adopted by the Board of Directors of the Corporation pursuant to the requirements of Section 617.1006, Florida Statutes, for a corporation with no members.

THEREFORE, the undersigned officer has executed these Restated Articles of Incorporation this 17th day of December, 1996.


STEVEN K. HALL, President

I, STEVEN K. HALL hereby am familiar with and accept the duties and responsibilities as registered agent for PANHANDLE LAND CONSERVANCY, INC.


STEVEN K. HALL

STATE OF FLORIDA

COUNTY OF OKALOOSA

Before me, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared STEVEN K. HALL, who is personally known to me and who signed these Restated Articles of Incorporation of his own free will.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 17th day of December, 1996.


NOTARY PUBLIC
My Commission Expires:

