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THOMAS BEECK
 Requestor's Name
1801 HERMITAGE BLVD.
6TH FLOOR HERMITAGE CORP
 Address
TALLAHASSEE, FL 32304
 City/State/Zip
904/63-1183
 Phone #

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FILED
 Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1 INLAND PROTECTION FINANCING CORPORATION ART. of INCORPORATION
 (Corporation Name) (Document #)
- 2 _____
 (Corporation Name) (Document #)
- 3 _____
 (Corporation Name) (Document #)
- 4 _____
 (Corporation Name) (Document #)

- Walk in
- Pick up time _____
- Certified Copy
- Mail out
- Will wait
- Photocopy
- Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Restatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Will Wait

Examiner's Initials *me* **SEP 9 1996**

ARTICLES OF INCORPORATION
OF
INLAND PROTECTION FINANCING CORPORATION,
A Florida Not For Profit Corporation

FILED
JUL 1 2011
TALLAHASSEE
FLORIDA

The undersigned Incorporator hereby makes and files these Articles of Incorporation on behalf of Inland Protection Financing Corporation (the "Corporation"), pursuant to Chapter 617, Florida Statutes, stating as follows:

1. The name of the Corporation shall be Inland Protection Financing Corporation, and is hereby organized as a Florida not for profit Corporation, pursuant to the provisions of Chapter 617, Florida Statutes.

2. Pursuant to Section 376.3075(1), Florida Statutes, the Corporation shall terminate on July 1, 2011, and the date and time of the commencement of its corporate existence shall be the time of the filing of these Articles of Incorporation by the Department of State.

3. The purpose for which the Corporation is organized is as follows:

(a) To provide for financing the rehabilitation of petroleum contamination sites pursuant to Section 376.30-376.19, Florida Statutes and the payment, purchase, and settlement of reimbursement obligation of the Department of Environmental Protection, existing as of December 31, 1996, pursuant to section 376.3071(12), Florida Statutes.

(b) To borrow money and issue bonds, notes, certificates of indebtedness or other obligations or evidences of indebtedness necessary to pay the backlog of reimbursement obligations or to reimburse moneys from the Inland

Protection Trust Fund as set forth and contemplated in Section 376.3075, Florida Statutes.

(c) To acquire, in any manner, property, real, personal or mixed, and to assign the Corporation's interest under any and all financing transactions to a trustee or trustees, as security for holders of bonds or other forms of indebtedness of the Corporation issued or incurred for the purposes set forth herein in Section 376.3075, Florida Statutes.

(d) To participate in all forms of financing agreements, necessary or appropriate to the issuance of bonds or other forms of indebtedness by the Corporation for the purposes set forth herein and in Section 376.3075, Florida Statutes, including, but not limited to, trust or bond indentures, pledge or other security agreements, offering documents or statements, letters and lines of credit or any other agreements that are necessary and desirable to further the purposes of the Corporation.

(e) To participate in all forms of service contracts with the Department of Environmental Protection pursuant to which the Corporation shall provide services to the Department of Environmental Protection in connection with financing the functions and activities provided for in Sections 376.30-376.319, Florida Statutes.

(f) To perform all other lawful acts and do any and other things authorized by law, including all matters and things authorized by Chapter 617, Florida Statutes and Chapter 607, Florida Statutes, to the extent not inconsistent

with Chapter 017 and Section 370.3075, Florida Statutes.

4. As required by Section 370.3075(2), Florida Statutes, the Board of Directors of the Corporation shall consist of the Governor of the State of Florida, or a designee, the Comptroller of the State of Florida, or a designee, the Treasurer of the State of Florida, or a designee, the Chairperson of the Florida Black Business Investment Board, and the Secretary of the Department of Environmental Protection. The Governor, the Comptroller and the Treasurer shall be permitted to name, either permanently or temporarily, another person to attend meetings of the Board of Directors of the Corporation (collectively, the "Designees") which Designees shall have all power and authority of the member of the Board of Directors who shall have designated them. The Board of Directors of the Corporation shall be self-perpetuating and not subject to direct appointment by any person, but rather shall always consist of the above-named officials or the Designees, as the case may be.

5. The street address of the Corporation's initial registered office, principal office and mailing address, and the name of its initial registered agent at such address is as follows:

Horace Schow, II
General Counsel
c/o State Board of Administration
1801 Hermitage Boulevard
Tallahassee, Florida 32308

6. The number of directors constituting the initial Board of Directors of

the Corporation shall be five, and the name and address of each person who is to serve as an initial director, is as follows:

1. Governor Lawton Chiles
Executive Office of the Governor
PL-05
The Capitol
Tallahassee, FL 32399-0001
2. Comptroller Robert F. Milligan
Department of Banking & Finance
PL-09
The Capitol
Tallahassee, FL 32399-0350
3. Treasurer Bill Nelson
Insurance Commissioner
Department of Insurance
PL-11
The Capitol
Tallahassee, FL 32399-0300
4. Mr. Keith Carswell
Chairperson, Florida Black Investment Board
First Union National Bank of Florida
700 E. Dania Beach Boulevard
Dania, FL 33004
5. Ms. Virginia Wetherall
Secretary
Department of Environmental Protection
3900 Commonwealth Boulevard
MS 10
Tallahassee, FL 32399-2440
7. The name and address of the incorporator of these Articles of

Incorporation is as follows.

Horace Schow, II
General Counsel
c/o State Board of Administration
1801 Hermitage Boulevard
Tallahassee, Florida 32308

8. The initial members of the Corporation shall be its initial Board of Directors stated above.

9. This Corporation is organized upon a nonstock, nonmembership basis. No shares of stock shall be issued, no dividends shall be paid, and no part of the income of the Corporation, if any, shall be distributed to its members, directors or officers. No payment, benefit, distribution or compensation of any kind shall be paid to the Corporation's directors, officers or members.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 6 day of September, 1996, for the purposes above stated.

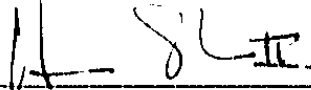


Horace Schow, II, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation, at the place designated in Paragraph 5 of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 6 day of September, 1996.



Horace Schow, II

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STATE
FLORIDA