

TRANSMITTAL LETTER

Department of State
Division of Corporations
O. Box 632
Tallahassee, FL 32304

196000005639

SUBJECT: HILLSBOROUGH RIVER GREENWAYS TASK FORCE
(Proposed corporate name - must include suffix)

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-10/31/96--01071--014
****122.50 ****122.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

<input type="checkbox"/> \$70.00	<input type="checkbox"/> \$78.75	<input checked="" type="checkbox"/> \$122.50	<input type="checkbox"/> \$131.25
Filing Fee	Filing Fee & Certificate	Filing Fee & Certified Copy	Filing Fee, Certified Copy & Certificate

FROM: HILLSBOROUGH RIVER GREENWAYS TASK FORCE
Name (Printed or typed)

Post Office Box 1110
Address

TAMPA, FL. 33601
City, State & Zip

813/2710-8417
Daytime Telephone number

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TALLAHASSEE FLORIDA


NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
FOR
HILLSBOROUGH RIVER GREENWAYS TASK FORCE, INC.**

The undersigned, acting as Incorporator of this corporation pursuant to Chapter 617, Florida Statutes, hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be Hillsborough River Greenways Task Force, Inc.

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE AND MAILING ADDRESS OF CORPORATION

The address of the principal office of the corporation is Hillsborough County Center, 601 East Kennedy Boulevard, 20th Floor, Tampa, Florida 33601, and the mailing address of the corporation is Post Office Box 1110, Tampa, Florida 33601.

ARTICLE III - PURPOSES AND POWERS OF CORPORATION

A. The corporation is organized exclusively for charitable, scientific, and educational purposes, including, for all such purposes, making distribution to organization that qualifies as exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code"). To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of this corporation shall include, but shall not be limited to develop and implement an Ecosystem Management Protection Plan for the Upper Hillsborough River Basin.

B. This corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provision shall apply:

1. No part of the net earning of the corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and make payments and distributions in furtherance of the purposes set forth in the Article III.

2. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate or public office.

3. Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) or the Code, or (b) by a corporate contribution to which are

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deductible under Section 170(c)(2) of the Code.

4. If the corporation is, or shall ever be, classified as a "Private Foundation," as defined in Section 509(a) of the Code, the following provisions shall apply for so long as it remains a Private Foundation:

(i) The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

(ii) The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code.

(iii) The corporation will not make or retain any excess business holdings as defined in Section 4943(c) of the Code.

(iv) The corporation will not make any investments in such manner as to subject it to the tax under Section 4944 of the Code.

(v) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE IV - ELECTION OF DIRECTORS

The Board of Directors of the corporation shall be elected as provided in the By-laws. The Board of Directors shall at all times consist of at least three persons.

The names and addresses of the individuals who are to serve as the initial Directors are as follows:

Thomas H. Dyer, Two Rivers Ranch, 40 Ranch Road, Thonotosassa, FL 33592

David Sumpter, 8511 Mourning Dove Place, Wesley Chapel, FL 33544

Teresa Caddick, 4016 Inman Avenue, Tampa, FL 33609

ARTICLE V - MEMBERS

The corporation may have members as so provided by the bylaws of the corporation. In the event that the bylaws provide for members of the corporation, such persons shall be approved for membership in such manner as may be prescribed in the bylaws of the corporation. The corporation expressly reserves the right whatsoever, except for discrimination on the basis of race, religion, sex, or national origin.

ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 601 East Kennedy Boulevard, 20th Floor, Tampa, FL 33601, and the name of the initial registered agent of this corporation at that address is Heidi B. McCree. The Board of Directors may from time to time designate a new registered office and registered agent.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of this corporation is:

Thomas H. Dyer

Two Rivers Ranch, Inc.

40 Ranch Road

Thonotosassa, FL 33592

ARTICLE VIII - INDEMNIFICATION

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

ARTICLE IX - TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing with the filing with the Secretary of State of these Articles of Incorporation.

ARTICLE X - DISSOLUTION OF CORPORATION

Upon the dissolution of this corporation, after the payment or provision for the payment of all of the liabilities of this corporation, all of the assets of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the 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 Circuit Court of the county in which the principal office of the corporation is then located, exclusively, for such purpose or to such other organization, as said court shall determine, which is organized and operated exclusively for such purpose. In no event, however, may the assets to be disposed of be distributed to, or for, the benefit of any member, director, trustee, officer, or other private person, other than as reasonable payment for services rendered by such person.

In witness whereof, the undersigned incorporator has made and subscribed to these Articles of Incorporation at Tampa, Florida, this 25th day of October, 1996.


Thomas H. Dyer, Chairman

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all Statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 Florida Statutes. I am familiar with and accept the duties and obligation of Section 617-0501 Florida Statutes.


Heidi B. McCree, Executive Director

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Hillsborough River Greenways Task Force, Inc.
(must include suffix)

2. The name and address of the registered agent and office is:

Hillsborough River Greenways Task Force
(NAME)

601 E. Kennedy Boulevard, 20th Floor
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Tampa, FL 33601
(CITY/STATE/ZIP)

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

W. L. B. McCre
(SIGNATURE)

10/29/96
(DATE)