

N 9600006268
F. Parker Lawrence
Samuel A. Mutch, Jr.
Lori A. Tetreault
James J. Stockman

LAWRENCE, MUTCH & TETREAU, P.A.

ATTORNEYS AT LAW
101 THIRTEENTH AVENUE, SUITE 200
GAINESVILLE, FLORIDA 32601

TELEPHONE (352) 371-4160
FACSIMILE (352) 371-3271

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
December 5, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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*****75.00 *****75.00

RE: FRIENDS OF THE GREENWAY, INC.

Dear Sirs:

Enclosed please find the original and one copy of Articles of Incorporation, together with an official check #107110 from James Blount in the amount of \$75.00. I have also enclosed a Certificate of Acceptance of Designation of Registered Agent Status.

This represents the cost of the filing fees for the Articles of Incorporation and fee for Registered Agent Designation for the above-named corporation.

Sincerely,

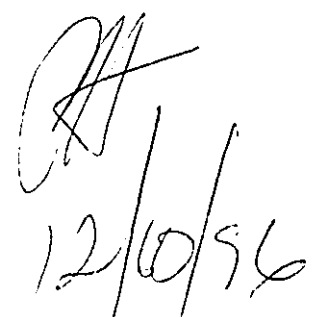
LAWRENCE, MUTCH & TETREAU, P.A.


SAMUEL A. MUTCH

SAM/yll

Enclosures

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12/10/96

**ARTICLES OF INCORPORATION
OF**

FRIENDS OF THE GREENWAY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the *Florida Not for Profit Corporation Act*, Chapter 617 *Florida Statutes* (1993) do hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is Friends of the Greenway, Inc.

ARTICLE II. EFFECTIVE DATE & DURATION

The effective date of the incorporation shall be December 1, 1996, or as soon after that date as the Articles of Incorporation are filed in the office of the Secretary of State. The period of the corporation's duration shall be perpetual or until dissolved on a vote of the shareholders as hereafter provided.

ARTICLE III. PURPOSE

The corporation is organized for the following purposes:

- A. To assist local, state and federal agencies in their efforts to develop, maintain, and promote Florida's greenways and related trails.
- B. To promote environmental awareness of and protect the natural beauty of greenways and trails.
- C. To engage in any other work of philanthropy or environmental protection which can, in the opinion of the Board of Directors of Friends of the Greenway, Inc., be advantageously carried on in connection with the goals of the Corporation.
- D. To promote public education on greenway and trails-related issues.
- E. To protect and enhance the ecosystems and natural resources through which greenways and trails pass or may pass in the future.

ARTICLE IV. PRINCIPAL OFFICE

The address of the corporation's principal office is 10590 E. Turtle Lane, Floral City, FL 34436. The name of the initial registered agent of the corporation is Samuel A. Mutch, of the law firm of LAWRENCE, MURRAY & MUTCH, P.A., 726 Northwest 8th Avenue, Gainesville, Florida 32601.

ARTICLE V. INCORPORATORS

The name and address of each person signing these Articles of Incorporation as a subscriber is:

<u>Name</u>	<u>Position</u>	<u>Address</u>
JAMES M. BLOUNT	President/ Director	10590 East Turtle Lane Floral City, FL 34436
HELEN L. SPIVEY	Vice-President/ Director	940 NW 5th Terrace Crystal River, FL 34428
KAREN I. BLOUNT	Secretary/Treasurer/ Director	10590 East Turtle Lane Floral City, FL 34436

ARTICLE VI. DIRECTORS

The corporation is to be managed by a Board of Directors. The number of Directors constituting the initial Board of Directors is five (5), and the name and address of each person who is to serve as a member of the initial Board of Directors until the first membership meeting is:

<u>Name</u>	<u>Position</u>	<u>Address</u>
JAMES M. BLOUNT	President/ Director	10590 East Turtle Lane Floral City, FL 34436
HELEN L. SPIVEY	Vice-President/ Director	940 NW 5th Terrace Crystal River, FL 34428
KAREN I. BLOUNT	Secretary/Treasurer/ Director	10590 East Turtle Lane Floral City, FL 34436
IRENE VATHAUER	Director	6550 SW 3rd St. Pembroke Pines, FL 33022
MRIAM B. COHEN	Director	8751 E. Keating Park St. Floral City, FL 34436

The initial directors shall hold office until their successors are elected and qualify as provided in the bylaws. Thereafter, the term of office of each director shall be one year and until the election and qualification of a successor. The number of directors set forth herein and constituting the initial board of directors shall be the authorized number of directors until such number is changed by a bylaw duly adopted by the members.

ARTICLE VII. BYLAWS

The initial directors shall submit the proposed Bylaws to the members at a meeting to be held for that purpose not more than thirty (30) days following the issuance of the Certificate of Incorporation. The method of election of the Board of Directors and the officers of the corporation shall be stated in the Bylaws. Following the adoption of bylaws by affirmative vote of two-thirds of the members, the internal affairs of the corporation are to be regulated and managed in accordance with such Bylaws.


ARTICLE VIII. MEMBERSHIP


Membership in the Friends of the Greenway, Inc., shall be obtained by meeting the requirements for membership as prescribed in the Bylaws. Membership in the corporation may be terminated as prescribed in the Bylaws. The transferability or non-transferability of membership shall be as prescribed in the Bylaws. The various classes of membership shall be as prescribed in the Bylaws.

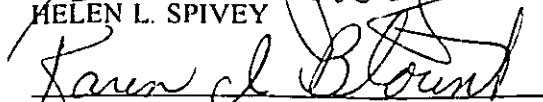
ARTICLE IX. DISSOLUTION

The corporation may be dissolved at any time on the affirmative vote of at least two-thirds of the membership of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to another not for profit corporation which has environmental protection as its primary goal.

IN WITNESS WHEREOF, we, the undersigned incorporators of this corporation, have executed these Articles of Incorporation at Floral City, Florida, on this 1st day of December, 1996.


JAMES M. BLOUNT


HELEN L. SPIVEY


KAREN I. BLOUNT

ACCEPTANCE OF REGISTERED AGENT

FOR

FRIENDS OF THE GREENWAY, INC.

FILED

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CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

HAVING been named as Registered Agent to accept service of process for *FRIENDS OF THE GREENWAY, INC.*, at the place designated in this certificate, I hereby agree to act in such capacity; further,

I AGREE TO COMPLY with all the provisions of all statutes relative to the proper and complete performance of my duties as such.

LAWRENCE, MUTCH & TETREAULT, P.A.



SAMUEL A. MUTCH

726 Northwest 8th Avenue, Suite D
Gainesville, Florida 32601
(904) 373-4160

December 5, 1996