

N 97000006599

LEVIN & ASSOCIATES
CHARTERED

ONE BOCA PLACE
2255 GLADES ROAD
SUITE 200-EAST
BOCA RATON, FLORIDA 33431

FILED

97 NOV 20 AM 12:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CURTIS G. LEVINE
FLORIDA BAR

TELEPHONE: (561) 998-0000

FACSIMILE: (561) 998-0011

OF COUNSEL
SCOTT J. TEPPER
Member
NEW JERSEY AND NEW YORK BARS

November 18, 1997

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

600002353116--7
-11/20/97--01081--001
****122.50 ****122.50

Re: Conserve Agricultural Reserve Environment (CARE), Inc.,
a Florida Nonprofit Corporation

Gentlemen:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing Fee: \$70.00
Certified Copy \$52.50

TOTAL \$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Your prompt attention to this matter would be greatly appreciated.

Respectfully submitted,

LEVINE & ASSOCIATES, CHARTERED

By:

Curtis G. Levine, Esq.

CGL:ms
Encs.

Curtis Levine GAVE
AUTHORIZATION BY PHONE TO
CORRECT *and* *MA* *name of election*

DATE *Verified that corporation*
business
whether the whole
name.
DOC. EXAM. *OK*

P. Hall

NOV 24 1997

ARTICLES OF INCORPORATION
FOR
CONSERVE AGRICULTURAL RESERVE ENVIRONMENT (CARE), INC.
a Florida Nonprofit Corporation

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2011 JUN 20 AM 12:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
CORPORATE NAME, PRINCIPAL OFFICE AND MAILING ADDRESS

The name of this corporation is CONSERVE AGRICULTURAL RESERVE ENVIRONMENT (CARE), INC.

The principal office of this corporation is:

c/o Barry M. Silver, P.A.
Corporate Centre
7777 Glades Road, Suite 308
Boca Raton, Florida 33434

The mailing address of this corporation is:

c/o Barry M. Silver, P.A.
Corporate Centre
7777 Glades Road, Suite 308
Boca Raton, Florida 33434

ARTICLE II
CORPORATE NATURE

This is a nonprofit corporation, organized solely for general civic, political and educational purposes, pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III
DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV
GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

A. For the advancement of civic, political, social, scientific, agricultural, horticultural and educational causes by the distribution of its funds for such purposes;

B. To advocate the preservation for agricultural, equestrian and/or passive use of various tracts of land in Palm Beach County, Florida, including but not limited to, the Agricultural Reserve;

C. To operate exclusively in any other manner for such purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE V AUTHORIZED MEMBERSHIP CERTIFICATES

A. This corporation shall be authorized to issue up to one thousand (1,000) membership certificates.

ARTICLE VI DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for educational, civic, political, social, cultural, agricultural, horticultural or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the bylaws for this corporation. The directors shall be elected as provided in the bylaws.

ARTICLE VIII SUBSCRIBERS

The names and residence addresses of the Subscriber of this corporation is as follows:

Barry M. Silver, Esq.
Corporate Centre
7777 Glades Road, Suite 308
Boca Raton, Florida 33434

ARTICLE IX
AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

ARTICLE X
DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational, civic, scientific, social, and otherwise cultural purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XII
REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be c/o Barry M. Silver, P.A., Corporate Centre, 7777 Glades Road, Suite 308, Boca Raton, Florida 33434 and the name of its registered agent at said address shall be Barry M. Silver.

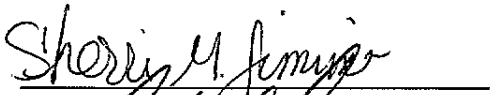
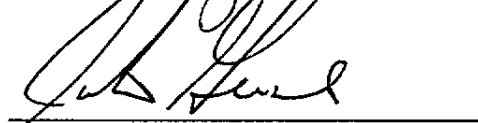
ARTICLE XIII
AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

I, the undersigned, being the Subscriber and Incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 18th day of November, 1997.


Subscriber

WITNESSED BY:

FILED

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE 20 AM 12: 08

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, *FLORIDA STATUTES*, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE *STATE OF FLORIDA*,
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is Conserve Agricultural Reserve Environment (CARE).
2. The name and address of the Registered Agent and office is:

Barry M. Silver, Esq.
Corporate Centre
7777 Glades Road, Suite 308
Boca Raton, Florida 33434

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.


Signature of Registered Agent

November 18, 1997
Date