



THE UNITED STATES
CORPORATION
COMPANY

N98000000273

ACCOUNT NO. : 072100000032

REFERENCE : 673045 89170A

AUTHORIZATION :

COST LIMIT : PPD

ORDER DATE : January 19, 1998

ORDER TIME : 9:50 AM

ORDER NO. : 673045-005

CUSTOMER NO: 89170A

CUSTOMER: Treva McDonald, Legal Asst
A. WADE JAMES, PA

216 Mirror Lake Drive North

Saint Petersburg, FL 33701

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DOMESTIC FILING

NAME: PRESERVE OUR PARKS
(ST. PETERSBURG), INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 20 AM 9:59

RECEIVED
98 JAN 20 AM 8:39
DIVISION OF CORPORATIONS
1/20/98

ARTICLES OF INCORPORATION
OF
PRESERVE OUR PARKS (ST. PETERSBURG), INC.

FILED
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DIVISION OF CORPORATIONS
98 JAN 20 AM 9:59

THE UNDERSIGNED, as incorporator and on behalf of a not-for-profit, non-stock corporation under the laws of the State of Florida, as provided in Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I
NAME

Section 1.1. The name of the corporation is **PRESERVE OUR PARKS (ST. PETERSBURG), INC.** (the "Corporation").

Section 2.1. The Corporation shall have perpetual existence unless dissolved pursuant to law.

ARTICLE III
NON-STOCK CORPORATION

Section 3.1. The Corporation shall be organized on a non-stock basis under the Florida Not for Profit Corporation Act.

ARTICLE IV
PURPOSE

Section 4.1. This Corporation is organized to raise, receive and maintain a fund or funds of property, both tangible and intangible, or both, and to distribute and administer the fund or finds, including any income or interest generated therefor exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended.

ARTICLE V
POWERS

Section 5.1. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which a Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise

only such powers as are in furtherance of the exempt purposes of organizations set forth in Chapter 617, Florida Statutes and Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder as the same now exist or as they may be hereinafter amended from time to time.

Section 5.2. No part of the net earnings of the Corporation shall inure to the benefit or, or be distributable to, any Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 5.3. To the extent the Corporation is or may become a private foundation within the meaning of Section 509 of the Code, the Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 5.4. To the extent the Corporation is or may become a private foundation within the meaning of Section 509 of the Code, the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 5.5. To the extent the Corporation is or may become a private foundation within the meaning of Section 509 of the Code, the Corporation shall not retain any excess business holdings as defined in Section 4943(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 5.6. To the extent the Corporation is or may become a private foundation within the meaning of Section 509 of the Code, the Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 5.7. To the extent the Corporation is or may become a private foundation within the meaning of Section 509 of the Code, the Corporation shall not make any taxable expenditures as defined

in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 5.8. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

Section 5.9. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all 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 charitable, educational, religious 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 1986 (or the corresponding provisions of any further United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by a court of competent jurisdiction as provided by law, 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 VI

MEMBERS

Section 6.1. This Corporation shall have a membership consisting of the Board of Directors of the Corporation serving from time to time.

ARTICLE VII

DIRECTORS

Section 7.1. The affairs of the Corporation shall be governed by a Board of Directors consisting of not less than three (3) Directors (hereinafter referred to as the "Board"), subject to the restriction that, except as specifically set forth to the contrary in the Bylaws, the exercise of any powers or actions of the Board shall require the approval thereof by a majority vote of the Board present at a meeting at which a quorum of no less than two (2) Directors is present. The affirmative vote of at least two (2) Directors shall be necessary for all corporation action requiring a vote of the Board, including, but not limited to the following:

7.1.1. Approval of charitable gifts, transfers, distributions and grants by the Corporation to other entities.

7.1.2. Adoption of an amendment to the Articles of Incorporation or the Bylaws.

7.1.3. Organization of a subsidiary or affiliate by the Corporation.

7.1.4. Approval of any merger, consolidation or sale or other transfer of all or a substantial part of the assets of the Corporation.

Section 7.2. The initial Board of Directors shall be elected in accordance with the Bylaws.

Section 7.3. The term of office of an elected Director shall be one year.

ARTICLE VIII

ADDRESS

Section 8.1. The street address of the principal office of this corporation in the State of Florida is 7693 23 Ave. N., St. Petersburg, FL 33710. The Board may, from time to time, move its principal office, in the manner provided by law in the State of Florida, to another place in this state.

ARTICLE IX

REGISTERED AGENT AND REGISTERED OFFICE

Section 9.1. The registered agent and registered office of the Corporation shall be:

<u>Name</u>	<u>Address</u>
Dean Brunette	7693 23 Ave. N. St. Petersburg, FL 33710

ARTICLE X

AMENDMENT

Section 10.1. These Articles of Incorporation may be amended in the manner and with the vote provided by law and the Bylaws.

ARTICLE XI

BYLAWS

Section 11.1. The Board of Directors of this Corporation shall adopt Bylaws for the government of this Corporation which shall be subordinate only to the Articles of Incorporation and the


laws of the United States and the State of Florida. The Bylaws may be amended from time to time by the Board of Directors.

ARTICLE XII
INCORPORATOR

Section 12.1. The name and address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Dean Brunette	7693 23 Ave. N. St. Petersburg, FL 33710

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16th day of JAN., 1998.



Dean Brunette, Incorporator

STATE OF FLORIDA)
 §
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this 16th day of January, 1998, by DEAN BRUNETTE, who is personally known to me and who did (did not) take an oath.



Signature of Notary Public

TREVA L. McDONALD
Name of Notary, Typed, Printed
or stamped

Title: Notary Public

Commission No.: CC 584057



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Section 48.091 and Section 607.0501(3), Florida Statutes, the following is submitted in compliance with said Sections:

Preserve our Parks (St. Petersburg), Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the City of St. Petersburg, County of Pinellas, State of Florida, has named Dean Brunette located at 7693 23 Ave. N., St. Petersburg, Florida 33710, County of Pinellas, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Sections relative to keeping open said office.

Date:

Jan. 16th, 1998



Dean Brunette, Registered Agent

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98 JAN 20 AM 9:59