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February 17, 1998

FLORIDA DEPARTMENT OF STATE
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-02/19/98--01043--010
*****70.00 *****70.00

Re: Sugar Mill Preserve Charitable Foundation, Inc.
Our File No. 98-9448

Dear Sirs:

In regard to the above-referenced corporation, enclosed please find Articles of Incorporation, along with a copy of same concerning the above-referenced corporation, and this firm's check in the amount of \$70.00 for your various filing fees.

Please return a conformed copy of the Articles of Incorporation to this office.

Sincerely yours,

SID C. PETERSON, JR.

SCP/cmr
Enclosures

FILED
98 FEB 19 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/20/98-4M

ARTICLES OF INCORPORATION
OF
SUGAR MILL PRESERVE CHARITABLE FOUNDATION, INC.
(A Florida Non-profit Corporation)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

ARTICLE I. NAME AND ADDRESS

1.1 The name of this corporation is **SUGAR MILL PRESERVE CHARITABLE FOUNDATION, INC.**, whose address is 100 Clubhouse Boulevard, New Smyrna Beach, Florida 32168.

ARTICLE II. COMMENCEMENT AND DURATION

2.1 The commencement of this corporation's existence is the time of the filing of the original Articles of Incorporation by the Florida Secretary of State. This corporation's duration shall be perpetual, unless it is hereafter dissolved according to law.

ARTICLE III. PURPOSE

3.1 **Purpose.** **SUGAR MILL PRESERVE CHARITABLE FOUNDATION, INC.** (hereinafter "*the corporation*") shall be operated and organized not for pecuniary profit. The specific and primary purposes for which this corporation is formed are:

A. This corporation is being formed for the purpose of engaging in the transaction of any and all activities permitted under the laws of Florida and the United States of America, which are supportive of the propagation and preservation of Florida wildlife and conservation objectives as well as the promotion and encouragement of outdoor recreational activities.

B. This corporation is irrevocably dedicated to and operated exclusively for non-profit purposes; no part of the income or assets of the corporation shall be distributed to, nor inure to the benefit of any individual.

C. Notwithstanding any other provision of these Articles, the purposes for which the corporation is organized are exclusively charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the

Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

D. 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 Internal Revenue Code, or the corresponding section of any future federal tax code.

E. The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

F. The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

G. The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

H. The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV. POWERS

4.1 The corporation may do and perform all such acts and things, including those generally allowed by the laws of Florida relative to non-profit corporations, as now exist, or as the law may henceforth provide, as from time to time may be necessary or expedient to the exercise of any and all of its corporate functions, powers, and rights.

4.2 In exemplification, but not in limitation, the powers include those:

A. To receive and hold by gift, bequest, devise, grant or purchase real and personal property; to invest, divest, and reinvest same; and, to use and disburse of the same for the purposes designated in Paragraph 3.1 hereof.

B. To act and perform the duties of Director or to act in any other fiduciary capacity which serves the interests described in Paragraph 3.1 hereof.

4.3 This corporation, in exercising any one or more of such powers, shall do so only in furtherance of the exempt purpose for which it has been organized as described in Section

501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE V. MEMBERSHIP

5.1 The membership of the corporation shall consist of the individuals constituting the Board of Directors, which is hereinafter described.

5.2 The Corporate Bylaws may provide the Board of Directors further discretionary powers relating to the admission of additional members.

ARTICLE VI. MANAGEMENT

6.1 The powers of this corporation shall be exercised, its properties controlled, and its affairs and business conducted and managed by the Board of Directors.

6.2 Any action required or permitted to be taken by the Board of Directors, under any provision of the law, may be taken without a meeting, if all of the Directors shall individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board of Directors. Any such action by written consent shall have the same force and effect as if taken by a unanimous vote of the Board of Directors. Any certificate or other document filed, under any provision of the law which relates to the action so taken, shall state that the action was taken by the unanimous written consent of the Board of Directors without a meeting, and that these Articles of Incorporation authorize the Board of Directors to so act. Such a statement shall be prima facie evidence of such authority.

6.3 The Board of Directors may meet telephonically as allowed by law, such as in Florida Statute Section 607.131.

6.4 The Bylaws may provide for actions authorized by an executive committee, composed of Directors, less than all in number, such as contemplated by Florida Statutes 607.0825 and 607.127.

ARTICLE VII. BOARD OF DIRECTORS

7.1 This corporation's initial Board of Directors shall be four (4) in number. The number of Directors may be increased or decreased, from time to time, by an amendment to the corporate Bylaws, but shall never be less than four.

7.2 The Directors of this corporation must, at all times, be members of this corporation.

7.3 Initially the Directors shall be elected by a majority of the existing Board of Directors of the ***SUGAR MILL ASSOCIATION, INC.*** and the ***SUGAR MILL COUNTRY CLUB, INC.***. Thereafter, the Directors shall be elected in accordance with the Bylaws.

7.4 The Directors shall hold office until their successors are duly qualified and elected by the members.

7.5 The name and address of each individual who shall serve as a member of the initial Board of Directors are:

NAME AND ADDRESS

INITIAL TERM

HARRY C. de VENOGÉ
618 St. Andrews Circle
New Smyrna Beach, Florida 32168

One Year

CHARLES MEYER
242 Sweet Bay Avenue
New Smyrna Beach, Florida 32168

One Year

DONALD THAIN
222 Canterbury Circle
New Smyrna Beach, Florida 32168

One Year

SAMUEL WATSON
600 St. Andrews Circle
New Smyrna Beach, Florida 32168

One Year

ARTICLE VIII. OFFICERS

8.1 The officers shall consist minimally of a president, a vice-president, a secretary, and a treasurer. This corporation may have such other officers as may be provided in the corporation Bylaws. All officers to be members of the Board of Directors.

8.2 The officers shall be elected annually by the Board of Directors. The manner of the election of the officers shall be specified in the corporate Bylaws. The officers shall hold office until their successors are elected and qualified.

8.3 The names of the officers until subsequent election are:

Office

Name

President
Vice-President
Secretary
Treasurer

HARRY C. de VENOGÉ
CHARLES MEYER
DONALD THAIN
SAMUEL WATSON

ARTICLE XI. INDEMNIFICATION

9.1 This corporation shall indemnify any officer, Director, employee, or agent, and any former officer, Director, employee, or agent, to the full extent permitted by law.

ARTICLE X. INITIAL REGISTERED OFFICE AND AGENT

10.1 The street address of this corporation's registered office shall be: 418 Canal Street, New Smyrna Beach, Florida 32168.

10.2 The name of the individual who shall serve as this corporation's initial registered agent at that address is: **SID C. PETERSON, JR.**

10.3 Succeeding street addresses and registered agents may be designated in compliance with law, but without amendment of this Article.

ARTICLE XI. BYLAWS

11.1 Corporate Bylaws will be hereinafter adopted by the Board of Directors. The corporate Bylaws may be amended or repealed, in whole or in part, by the Board of Directors in the manner provided therein, provided that they are not inconsistent with the provisions of these Articles of Incorporation. Any amendments to the corporate Bylaws shall be binding on this corporation's members.

ARTICLE XII. AMENDMENTS

12.1 Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of this corporation's members for

their vote. Such amendments may be adopted by a vote of two-thirds (2/3) of the quorum of this corporation's members.

12.2 No amendment shall be effective unless approved by majority resolution of the Board of Directors.

ARTICLE XIII. DISSOLUTION

13.1 No person, firm or corporation shall receive any dividends or profits from the undertaking of this corporation, and in the event this corporation should be dissolved for any cause, all of its assets and any funds resulting from the sale of its property shall be used exclusively in furtherance of the purposes enumerated in this Bylaws, and none of its funds of property shall inure to the benefit of any private individual or corporation. Any distributions hereunder shall be distributed and paid over to an organization chosen by the Board of Directors of the Foundation, provided that such organization is dedicated to charitable purposes similar to those of this Foundation so long as it is qualified for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Code

ARTICLE XIV. INCORPORATORS

The names and addresses of the persons signing these Articles of incorporation as the Incorporators are:

HARRY C. de VENOGÉ

618 St. Andrews Circle
New Smyrna Beach, Florida 32168

CHARLES MEYER

242 Sweet Bay Avenue
New Smyrna Beach, Florida 32168

DONALD THAIN

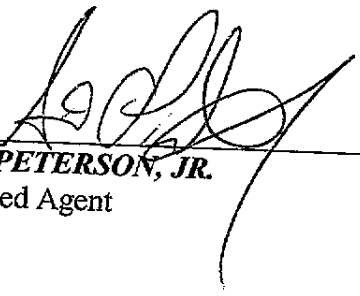
222 Canterbury Circle
New Smyrna Beach, Florida 32168

SAMUEL WATSON

600 St. Andrews Circle
New Smyrna Beach, Florida 32168

ACCEPTANCE BY REGISTERED AGENT

The undersigned, **SID C. PETERSON, JR.**, the individual designated as the registered agent for **SUGAR MILL PRESERVE CHARITABLE FOUNDATION, INC.** hereby accepts the said designation.


SID C. PETERSON, JR.
Registered Agent

Date 2/16/98

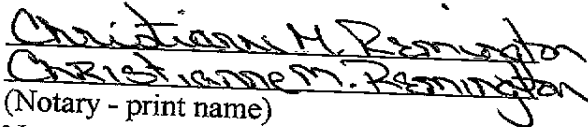
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

STATE OF FLORIDA

COUNTY OF VOLUSIA

On February 16, 1998, the individual who shall serve as this corporation's initial registered agent, who is personally known to me or who has produced N/A as identification and who personally appeared before me, acknowledged accepting the designation as the corporation's registered agent, and signed and acknowledged signing these Articles of Incorporation of **SUGAR MILL PRESERVE CHARITABLE FOUNDATION, INC.**


(Notary - print name)
Notary Public - State of Florida
Commission No.:
My Commission Expires:



Christianne M. Remington
MY COMMISSION # CG658447 EXPIRES
June 24, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

IN WITNESS WHEREOF, the undersigned as Incorporators have executed the foregoing Articles of Incorporation on this 6th day of February, 1998.

HARRY C. de VENOGE
HARRY C. de VENOGE

CHARLES MEYER
CHARLES MEYER

DONALD THAIN
DONALD THAIN

SAMUEL WATSON
SAMUEL WATSON

STATE OF FLORIDA

COUNTY OF VOLUSIA

BEFORE ME, a Notary Public, personally appeared, HARRY C. de VENOGE, who is personally known to me or who has produced N/A as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on this 6th day of February, 1998.

CHRISTIANNE M. REMINGTON
CHRISTIANNE M. REMINGTON

(Notary - print name)

Notary Public - State of Florida

Commission No.:

My Commission Expires:



Christianne M. Remington
MY COMMISSION # CC658447 EXPIRES
June 24, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA

COUNTY OF VOLUSIA

BEFORE ME, a Notary Public, personally appeared, CHARLES MEYER, who is personally known to me or who has produced N/A as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on this 6th day of February, 1998.

MARY CHRISTINE HERRICK
MARY CHRISTINE HERRICK

(Notary - print name)

Notary Public - State of Florida

Commission No.:

My Commission Expires:



Mary Christine Herrick
MY COMMISSION # CC580756 EXPIRES
September 3, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA

COUNTY OF VOLUSIA

BEFORE ME, a Notary Public, personally appeared, **DONALD THAIN**, who is personally known to me or who has produced N/A as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on this 6th day of February, 1998.

Christianne M. Remington
Christianne M. Remington
(Notary - print name)

Notary Public - State of Florida

Commission No.:

My Commission Expires:



Christianne M. Remington
MY COMMISSION # CC658447 EXPIRES
June 24, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

STATE OF FLORIDA

COUNTY OF VOLUSIA

BEFORE ME, a Notary Public, personally appeared, **SAMUEL WATSON**, who is personally known to me or who has produced Driver's License as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on this 9th day of Feb, 1998.

Christianne M. Remington
Christianne M. Remington
(Notary - print name)

Notary Public - State of Florida

Commission No.:

My Commission Expires:



Christianne M. Remington
MY COMMISSION # CC658447 EXPIRES
June 24, 2001
BONDED THRU TROY FAIR INSURANCE, INC.