

N 98000001063

MARK G. PENNINGTON
ATTORNEY AT LAW

112 West Adams Street, Suite 806
Jacksonville, Florida 32202
P.O. Box 11596, Jacksonville, Florida 32211
Telephone (904) 633-7828
Fax: (904) 633-9283

February 19, 1998

VIA U.P.S. NEXT DAY AIR (Tr #: 7441144579)

300002436433--0
-02/20/98--01072--006
****122.50 ****122.50

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

Re: Incorporation of: ^{GUANA} ~~GUANA~~ AREA/INTRACOASTAL NETWORK, INC.

Dear Sir/Madam:


Enclosed for filing on behalf of Guana Area/Intracoastal Network, Inc., are the following documents:

1. Original and one copy of Articles of Incorporation; and
2. Original and one copy of Acceptance of registered agent designation.

Also enclosed is a check in the amount of \$122.50 for payment of filing and certification fees. Please forward a certified copy of the Articles to me in the enclosed, self addressed stamped envelope provided.

Thank you for your assistance. Please do hesitate to call me directly if you have any questions or if I can be of further assistance.

Sincerely,


Mark G. Pennington

FILED
98 FEB 20 PM 4:40
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

mm 2-23-98

ARTICLES OF INCORPORATION
OF
GUANA AREA/INTRACOASTAL NETWORK, INC.
a Florida not-for-profit corporation

FILED
98 FEB 20 PM 4:40
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE 1
NAME

The name of the corporation is **GUANA AREA/INTRACOASTAL NETWORK, INC.** (the "Corporation").

ARTICLE 2
PRINCIPAL OFFICE AND MAILING ADDRESS

The initial street address of the principal office and the mailing address of this Corporation is 12 San Juan Circle, Ponte Vedra Beach, Florida 32082.

ARTICLE 3
DURATION

The term of duration of the Corporation shall be perpetual.

ARTICLE 4
PURPOSES, LIMITATIONS AND DISSOLUTIONS

Section 4.1 Purposes. The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations issued thereunder, or the corresponding provisions of any future United States Revenue Law (the "Code"), and to the extent consistent therewith its primary purpose is to coordinate efforts to conserve and protect the natural resources and scenic beauty of the area surrounding the Tolomato and Guana Rivers and estuaries, located in Northeastern Florida, and to serve as a clearinghouse for the exchange of information and data on the region.

Section 4.2 Limitations. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 4.1 of this Article. No substantial part of the activities of the Corporation shall be the carrying of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate

for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by an organization exempt from federal income taxation under Section 501(c)(3) of the Code; or (b) by any organization contributions to which are deductible under Section 170(c)(2) of the Code.

Section 4.3 Dissolution. Upon the dissolution of the Corporation, the board of trustees shall distribute the assets of the Corporation in accordance with applicable law, and to the extent not inconsistent therewith shall, after paying or making adequate provision for the payment of the liabilities and obligations of the Corporation, and after the return, transfer, or conveyance of assets which are held by the Corporation under a condition requiring their return, transfer or conveyance by reason of dissolution, shall distribute all of the assets of the Corporation exclusively for the purposes of the Corporation, to such organization or organizations organized and operated exclusively for religious, charitable, or educational purposes and having its or their principal place of business in St. Johns County, Florida, as the board of trustees shall determine; provided, however, that any organizations to which assets are distributed pursuant to this paragraph shall, at the time, qualify as an organization exempt from federal income taxation under Section 501(c)(3) of the Code.

ARTICLE 5

POWERS

Subject to the restrictions and limitations set forth in Article 4, the Corporation shall have and may exercise all powers, rights and authorities as are now or may hereafter be granted to Corporations not for profit under the laws of the State of Florida, including but not limited to the power, right and authority to elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation; to make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income; to conduct its affairs, carry on its operations, and have offices and exercise its powers in any state, territory, district or possession of the United States or any foreign country; to purchase, take, receive, lease, take by gift, devise, or bequest or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, wherever situated; or acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interest thereunder or therein; to sell, convey, mortgage, grant security interest in, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets: to purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares and other interests, in or obligations of, other domestic or foreign Corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state,

territory, governmental district or municipality, or of any instrumentality thereof; to lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loans or invested; to make donations for the public welfare or for religious, charitable, educational or other similar purposes; and to exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized, including the power to make guaranties when deemed by the board of trustees to be in furtherance of such purposes or purposes.

ARTICLE 6

MEMBERSHIP

Section 5.1 Nonstock Basis. The Corporation is organized upon a nonstock basis and shall not issue shares of stock. Membership may be evidenced by a certificate of membership.

Section 5.2 Members. The members of the Corporation shall be those persons who shall from time to time constitute the board of trustees of the Corporation.

Section 5.3 No Voting Rights Members of the Corporation, as such, shall have no voting rights.

ARTICLE 7

BOARD OF TRUSTEES

Section 7.1 Board of Trustees. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the board of trustees, except as otherwise provided by law or in these Articles or the Bylaws of the Corporation.

Section 7.2 Number and Election. The number of trustees constituting the initial board of trustees is five (5). The number of trustees may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than three (3) nor more than fifteen (15). The trustees, including any ex officio trustees who may be provided for in the bylaws of the Corporation, shall be elected or appointed in such manner and to serve for such terms as shall be provided in the bylaws of the Corporation.

Section 7.3 Trustees. The name and address of each person who is to serve as an initial trustee until death, resignation or removal, or the election or appointment and qualification of the successor, is as follows:

	<u>Name</u>	<u>Address</u>
1.	John B. Harris, M.D.	401 San Juan Drive Ponte Vedra Beach, FL 32082
2.	C. Rufus Pennington, III	12 San Juan Circle Ponte Vedra Beach, FL 32082
3.	Shale Joy	132 13th Ave South, #10 Jacksonville Beach, FL 32250
4.	Catherine W. Smith	552 Ponte Vedra Blvd. Ponte Vedra Beach, FL 32082
5.	R. E. "Teddy" Turner, IV	4400 Marsh Landing Blvd. No. 6 Ponte Vedra Beach, FL 32082

ARTICLE 8 **INDEMNIFICATION**

Subject to the bylaws, the board of trustees is hereby specifically authorized to make provisions for indemnification of trustees, officers, employees and agents to the full extent permitted by law.

ARTICLE 9 **BYLAWS**

Bylaws, not inconsistent with law or these Articles, for the administration of the affairs of the Corporation and the exercise of its corporate powers, shall be adopted and may be changed, amended and repealed only by the approval of a majority of the trustees present at the meeting at which a quorum is present.

ARTICLE 10 **AMENDMENTS**

These Articles of Incorporation may be amended only by the members of the Corporation.

ARTICLE 11
REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 12 San Juan Circle, Ponte Vedra Beach, Florida 32082, and the name of its initial registered agent at such address is C. Rufus Pennington, III.

ARTICLE 12
INCORPORATORS

The names and street addresses of the incorporators of the Corporation are:

1. John B. Harris, M.D. 401 San Juan Drive
Ponte Vedra Beach, FL 32082
2. C. Rufus Pennington, III 12 San Juan Circle
Ponte Vedra Beach, FL 32082

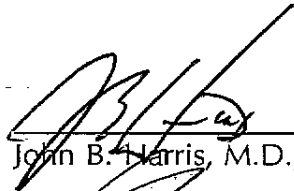
ARTICLE 13
CERTIFICATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That GUANA AREA/INTRACOASTAL NETWORK, INC., a Corporation duly organized and existing under the laws of the State of Florida, with its registered office being at 12 San Juan Circle, Ponte Vedra Beach, Florida 32082, County of St. Johns, State of Florida, has named C. Rufus Pennington, III as its registered agent to accept service of process within this state.

2-16-98

Date



John B. Harris, M.D., Incorporator

2-16-98

Date



C. Rufus Pennington, III,
Incorporator

ACCEPTANCE

Having been named to accept service of process on behalf of the above-stated 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 Florida Statutes relative to keeping open said office.

2-16-98

Date

C. Rufus Pennington, III

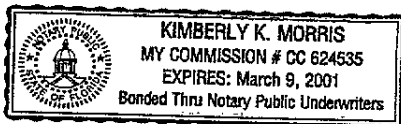
IN WITNESS WHEREOF, the Incorporators have executed these Articles of Incorporation this 16th day of February, 1998

John B. Harris, M.D.

C. Rufus Pennington, III

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 16th day of February, 1998 by John B. Harris, M.D., who is personally known to me or has produced as identification.



Kimberly K. Morris
Notary Public, State of Florida

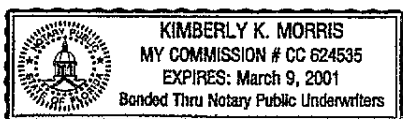
Print Name: KIMBERLY K. MORRIS

Commission No.: CC 624535

Commission expires: 3-9-2001

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 16th day of February, 1998, by C. Rufus Pennington, III, who is personally known to me or has produced _____ as identification.



Kimberly K. Morris
Notary Public, State of Florida
Print Name: Kimberly K. Morris
Commission No.: CC 624535
Commission expires: 3-9-2001

115411.1