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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.
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NAME: MARTIN COUNTY REGIONAL LAND TRUST, INC.

AUDIT NUMBER.....H98000011480

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

CERT. OF STATUS..0

PAGES..... 8

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06/19/98 14:58 Florida Department p1 /1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 19, 1998

FAS-T CORP AGENTS, INC.

SUBJECT: MARTIN COUNTY REGIONAL LAND TRUST, INC.
REF: W98000014192

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list the corporation's principal office and/or a mailing address in the document.

If you have any further questions concerning your document, please call (850) 487-6919.

Beth Register
Corporate Specialist Supervisor

FAX Aud. #: H98000011480
Letter Number: 098A00034119

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION
OF
MARTIN COUNTY REGIONAL LAND TRUST, INC.

(a Florida non-profit corporation)

ARTICLE ONE

Name

The name of the Corporation is the Martin County Regional Land Trust,
Inc. The principal place of business shall be: 1855 S. Kanner Hwy.
Stuart, Fl. 34994

ARTICLE TWO

Duration

The term of existence of the Corporation is perpetual.

ARTICLE THREE

Purpose

The Corporation is organized in order to engage in any lawful purposes
not for pecuniary profit.

PREPARED BY:
LITTMAN, SHERLOCK & HEIMS, P.A.
P.O. BOX 1197
Stuart, Fl. 34995
(561) 287-0200

ARTICLE FOUR

Registered Agent Information

The street address of the initial registered office of this corporation is 1855 South Kanner Highway, Stuart, Florida 34994, and the name of the initial registered agent of this corporation at that address is Howard K. Heims.

ARTICLE FIVE

Directors

There shall be three (3) members of the initial Board of Directors of the Corporation. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than three (3) members and never more than twenty-five (25) members. The names and addresses of the persons who shall serve as Directors until the first election thereof are as follows:

Gail Sudore, 1129 Alamanda Lane, Stuart, Florida 34996.

Gordon Hannah, 1456 NE Ocean Boulevard, 5-201, Stuart, Florida 34996.

Donald Baker, 865 NE Vanda Terrado, Jensen Beach, Florida 34957.

ARTICLE SIX

Officers

The affairs of the Corporation shall be managed by a President, a Vice President, a Secretary and a Treasurer. Such Officers shall be elected annually

on May 20th or such other date each year as shall be established by the Board of Directors. The names of the persons who shall serve as Officers until the first election of Officers under these Articles of Incorporation are as follows:

Gail Sudore, President

Gordon Hannah, Vice President/Treasurer

Karen Viener, Secretary

ARTICLE SEVEN

Members

The Corporation shall have Members.

ARTICLE EIGHT

By-Laws

The Bylaws of the corporation may be made, altered, or rescinded by the Directors of the corporation or by a meeting of members called for the purpose.

ARTICLE NINE

Amendments to Articles

These Articles of Incorporation may be amended by the act of the Directors of the Corporation. Such amendments may be proposed and adopted in the manner provided in the Bylaws of the Corporation.

ARTICLE TEN

Incorporators

The names and residence addresses of the subscribers of these Articles of Incorporation are:

Gail Sudore, 1129 Alamanda Lane, Stuart, Florida 34996.

Gordon Hannah, 1456 NE Ocean Boulevard, 5-201, Stuart, Florida 34996.

Donald Baker, 865 NE Vanda Terrado, Jensen Beach, Florida 34957.

ARTICLE ELEVEN

General Powers

The Corporation shall be empowered to:

1. Own and convey property or any interest in property, real or personal;
2. Operate and maintain real property;
3. Sue and be sued;
4. Enter into, perform and enforce contracts;
5. Collect and expend dues paid by Members in amounts established by the Board of Directors;
6. Collect and expend donations of money or property, real or personal, or other sums paid by Members of other persons or entities for the purpose of conservation, preservation or environmental protection.
7. Do any act authorized by state or federal statute.

ARTICLE TWELVE

Tax Exemption

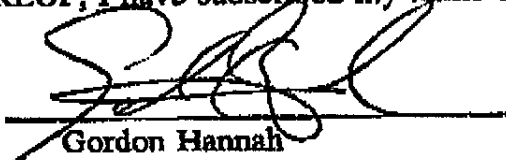
Said corporation is organized exclusively for charitable, religious, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

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 Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propoganda, 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 provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States

Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

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 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 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 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 the Superior Court 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.

IN WITNESS WHEREOF, I have subscribed my name this 18th day of June, 1998.


Gordon Hannah

STATE OF FLORIDA

COUNTY OF MARTIN

On this 18th day of June, 1998, before me, a Notary Public in the aforesaid State and County, personally appeared Gordon Hannah, who is known to me to be the person named in and who executed the foregoing instrument and who severally acknowledged that they executed the same freely, for the purposes therein contained.

Virginia Pitt Sherlock

Notary Public

My Commission Expires:



Virginia P. Sherlock
MY COMMISSION # CC741766 EXPIRES
June 3, 2002
WALDEN TRUST FIDELITY FARM INSURANCE, INC.

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

H98000011480

That Martin County Regional Land Trust, Inc., desiring to organize under the laws of the State of Florida, with its principal office at the City of Stuart, County of Martin, State of Florida, as set forth in the Articles of Incorporation, has named Howard K. Heims, located at: 1855 South Kanner Highway, Stuart, as its Registered Agent to accept service of process on the corporation's behalf within this State.

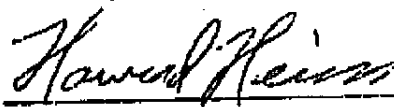
ACKNOWLEDGMENT

(Must Be Signed by Registered Agent)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Having been named to accept service of process for the above mentioned 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 Act relative to keeping open said office.



Howard K. Heims, As Registered Agent

PREPARED BY:
HOWARD K. HEIMS
Littman, Sherlock & Heims, P.A.
P.O. Box 1197
Stuart, FL 34995

H98000011480