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LAW OFFICES

JOHN G. PIERCE

ATTORNEYS & COUNSELORS AT LAW

800 NORTH FERNCREEK AVENUE

ORLANDO, FLORIDA 32803

TELEPHONE (407) 898-4848

January 26, 1999

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Subject: Save the Land Foundation, Inc.

800002756588--8

-01/28/99--01002--003

*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

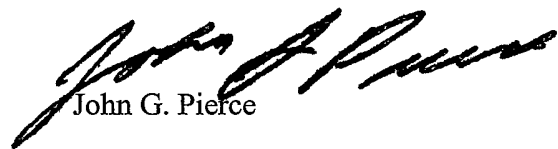
☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee and
Certificate

☐ \$122.50
Filing Fee and
Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy and
Certificate

Sincerely,


John G. Pierce

JGP:ams
enclosure

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99 JAN 27 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ORLANDO, FLORIDA 32803
TELEPHONE (407) 898-4848

January 28, 1999

Secretary of State - Division of Corporations
Attention: New Filings
The Capitol
Tallahassee, Florida 32314


RE: Replacement Articles of **SAVE THE LAND FOUNDATION, INC.**

Dear Sir:

Enclosed are replacement Articles of Incorporation for Save the Land Foundation, Inc. On Wednesday, January 27, 1999, I spoke with a supervisor in the New Filings Department in order to inform the department that Articles of Incorporation for the corporation had been sent by overnight mail for filing with the Division of Corporations but that additional directors needed to be added before the Articles were filed. The supervisor I spoke with put a note in the computer that instructed the person who filed the Articles to call me when they were received.

I have not spoken with anyone since my first conversation with the supervisor and am enclosing replacement Articles that include the additional two directors. Please discard the first set of Articles that should have been received in your office on Wednesday, January 27, 1999 and file the enclosed replacement Articles. If you have any questions, please call me.

Sincerely,



Amy M. Snitchler
Paralegal

enclosure

ARTICLES OF INCORPORATION

ARTICLE I Name

The name of the corporation shall be: Save the Land Foundation, Inc.

ARTICLE II Principal place of business and mailing address

The principal place of business and mailing address of this corporation shall be:

250 International Parkway
Suite 114
Heathrow, Florida 32746

ARTICLE III Formation and Purpose(s)

The organization is being formed for charitable purposes, as one of the exempt purposes mentioned in Code Sec. 501(c)(3). The organization is organized and operated exclusively for a charitable purpose.

ARTICLE IV Members

The Corporation shall have no members.

ARTICLE V Manner of Election of Directors

The manner in which the directors are elected or appointed is as follows:

The directors shall be elected annually at a meeting of the members. The directors shall be chosen by a plurality of the votes cast at such election. The initial number of directors shall be four. The number of directors may be increased by vote of the members of the Board of Directors. The number of directors shall be not less than three and not more than seven.

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TALLAHASSEE, FLORIDA

ARTICLE VI

Initial Directors

The names and street addresss of the individuals who are to serve as the initial directors:

Joseph DiFrancesco
250 International Parkway
Suite 114
Heathrow, Florida 32746

Bernadette DiFrancesco
250 International Parkway
Suite 114
Heathrow, Florida 32746

Dave Trezak
250 International Parkway
Suite 114
Heathrow, Florida 32746

John G. Pierce, Esquire
800 N. Ferncreek Avenue
Orlando, Florida 32803

ARTICLE VII

Corporate Powers

The corporation shall have all the powers authorized by Florida 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 III hereof. 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 in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VIII

Initial registered agent and street address

The name and the street address of the initial registered agent is:

John G. Pierce, Esquire
800 N. Ferncreek Avenue
Orlando, Florida 32803

ARTICLE IX

Incorporators

The name and the street address of the incorporator for these articles of incorporation is:

John G. Pierce
800 N. Ferncreek Avenue
Orlando, Florida 32803


ARTICLE X

Dissolution

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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.

The undersigned incorporator has executed these Articles of Incorporation this 27th day of January, 1999.

Signature(s) of Incorporator(s):



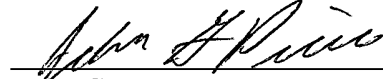
JOHN G. PIERCE

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Save the Land Foundation, Inc.
2. The name and address of the registered agent and office is: 800 N. Ferncreek Avenue, Orlando, Florida 32803

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.

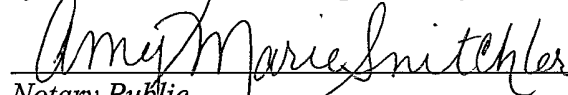


John G. Pierce

January 27, 1999

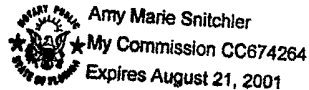
State of Florida
County of Orange

Sworn to and subscribed before me this 27th day of January, 1999
by John G. Pierce, who is personally known to me.



Notary Public
Amy Marie Snitchler

My commission expires: August 21, 2001



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99 JAN 27 AM 11:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA