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TRANSMITTAL LETTER

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

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-10/15/99-01060-015
*****87.50 *****87.50

SUBJECT: Northwest Marion Land Trust, Inc.
(Proposed corporate name - must include suffix)

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 &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Linda Conway Duever
Name (Printed or typed)

P.O. Box 949
Address

Micanopy, FL 32667
City, State & Zip

(352) 466-4136
Daytime Telephone number

FILED
1999 OCT 15 AM 8 19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

A. Howell OCT 21 1999

ARTICLES OF INCORPORATION OF NORTHWEST MARION LAND TRUST, INC.

We, the undersigned, all being over the age of eighteen (18) years, for the purpose of associating to establish a Corporation, not for profit and nonstock, for the transaction of the business hereinafter stated, under and by virtue of Sections 501(c)(3) and 170 (c)(2) of the Internal Revenue Code of 1954, as amended, and under any by virtue of Chapter 617, Florida Statutes, for CORPORATION NOT FOR PROFIT, do hereby certify as follows:

FIRST: The name of the Corporation is: NORTHWEST MARION LAND TRUST, INC.

SECOND: The Corporation is organized exclusively for educational, charitable, scientific, and literary 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 1954, as amended, and further including, but not restricted to, the following more specific purposes:

A. The acquisition, disposal, and management of land in a manner designed to promote preservation of the traditional scenic character and environmental quality of the northwest Marion County landscape through preservation and/or enhancement of environmentally valuable and/or sensitive areas, historic features, agricultural lands, and/or open space of aesthetic and/or recreational significance.

B. To acquire, by donation, purchase, or otherwise, any interest or rights in real or personal property of all kinds, and to use, sell, or convey such property and any interests or rights in such a manner as the Board of Trustees shall deem appropriate to carry out the purposes set forth herein and subject to the limitations set forth herein.

C. To conduct research, planning, and educational activities to develop and disseminate information relevant to the purposes of the Corporation.

D. To exercise powers subject to any limitations and conditions as, or may be, prescribed by law and in conformance with the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations.

E. To exercise its powers through its officers, trustees, members, employees and agents, and to join with other organizations in activities designed to achieve the objectives of the Corporation.

F. To exercise all of the powers enumerated in Section 617.0302, Florida Statutes (1991, as amended) to achieve the objectives of the Corporation.

G. All funds of the Corporation and any monies from its operation shall be used in the furtherance of the purposes set forth herein above, which purposes shall be solely for charitable, educational and scientific and no benefits shall inure to any private parties, save and except benefits incidental to the objectives of the Corporation.

H. The Corporation shall not participate or intervene in any political campaign (including the publishing of statements) on behalf of any candidate for public office.

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THIRD: The Corporation shall be authorized:

A. To acquire by gift, device, bequest, purchase, or otherwise real and personal property, both tangible and intangible, and interests therein, with or without restriction of use, in accordance with the corporate purposes.

B. To hold for investment or in trust and to sell, lease, encumber, or dispose of any such real estate, personal property, or other proper evidences of indebtedness of any person for the benefit of this Corporation and not for pecuniary profit.

C. The Corporation is specifically authorized to cut and sell timber contained on any property under its ownership and control as determined to be necessary or advisable under a forest management plan and to sell development rights pertaining to such property.

D. To have and to exercise to the extent necessary or desirable for the accomplishment of any of the foregoing purposes and objectives, and to the extent that they are not inconsistent with the charitable purposes of the Corporation, any and all powers conferred upon non-stock Corporations by FLORIDA CORPORATION NOT FOR PROFIT STATUTES.

FOURTH: The street address of the principal office of this Corporation is 10952 NW Highway 320 in Micanopy, Marion County, Florida 32667. The registered agent of the Corporation in this state is Linda Conway Duever, whose street address is 10952 NW Hwy 320, Micanopy, FL 32667 and whose mailing address in the State of Florida is c/o Northwest Marion Land Trust, Post Office Box 949, Micanopy, FL 32667-0949. Said resident agent is a citizen of the State of Florida and actually resides therein.

FIFTH: The Corporation is not authorized to issue any stock.

SIXTH:

A. The business and affairs of the Corporation shall be managed under the direction of its Board of Directors.

B. The following persons named in these Articles of Incorporation shall serve as members of the initial Board of Directors until their successors are duly chosen and qualified:

W.R. Wishard
Post Office Box 417
McIntosh, FL 32664

Annabelle Leitner
10560 NW Hwy 320
Micanopy, FL 32667

Linda Conway Duever
Post Office Box 949
Micanopy, FL 32667-0949

Thereafter, the Corporation shall be managed by a Board of Directors consisting of not more than twelve (12) nor less than five (5) members as the Bylaws of the Corporation may provide.

SEVENTH: The powers of the Corporation shall be subject to the following terms, provisions and limitations.

A. No part of the net earnings of the Corporation shall inure to the benefit of any members, director or officer of the Corporation, or any private person, except that reasonable compensation be paid for services actually rendered to or for the Corporation, and no member, director or officer of the Corporation, or any private person shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation except as provided and permitted under Section 501(h) and 4911 of the Internal Revenue Code of 1954, and the Regulations thereunder as they now exist or as they may hereafter be amended, 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 publication or distribution of Statements) any political campaign on behalf of any candidates for public office.

B. Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or by an organization, contributions to which are deductible under Section 170(c)(2) thereof.

C. In the event of the liquidation, dissolution or winding up of the Corporation in any manner or for any reason whatsoever, all of the assets of the Corporation, after the payment of the obligations and liabilities of the Corporation, shall be transferred to one or more Corporations or associations having a similar or analogous character or purpose (e.g., The Alachua Conservation Trust, Inc. or The Trust for Public Land) as may be selected by the Corporation's Board of Directors; provided, however, that any transferee Corporation shall qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

EIGHTH:

A. The Corporation shall have two classes of members with different voting rights; namely, Charter/Sustaining members, as defined by the Bylaws, who shall be entitled for a period of ten (10) years after incorporation to elect all but three (3) members of the Board of Directors and Regular members, who shall have the right for a period of ten (10) years after incorporation to elect three (3) members of the Board of Directors and thereafter to share in the election of all members of the Board of Directors. The Board of Directors shall approve members under the procedures specified in the Bylaws and may establish other membership categories with different dues requirements.

B. Members shall elect directors to the Board of Directors as set forth herein and in the Bylaws, but may not vote on amendments to the Articles of Incorporation or Bylaws or, except as may otherwise be expressly required by the Florida CORPORATION NOT FOR PROFIT Statutes, on fundamental changes in the Corporation.

NINTH: The Corporation reserves the right to make from time to time, by vote or written assent of a majority of its members of the Board of Directors, any amendments to these authorized by law.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned incorporators have signed these Articles of Incorporation on the 21 day of September, 1999, and have acknowledged the same to be their act.

WITNESS:

WILLIAM R. WISHARD

Louise K. Ahnes

Esther Leitner

INCORPORATOR:


William R. Wishard
William R. Wishard, Incorporator

Linda C. Duvever
Linda C. Duvever, Incorporator

Annabelle Leitner
Annabelle Leitner, Incorporator

I hereby, accept the appointment of registered agent for NORTHWEST MARION
LAND TRUST, INC.

I am familiar with and accept obligations of Registered Agent under the Florida
Statutes.


Linda Conway Duever, Registered Agent

9/21/99
date signed

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TALLAHASSEE, FLORIDA