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LAW OFFICES  
**SCHMIDT & PHETERSON**

400 SOUTH DIXIE HIGHWAY  
THE ARBOR • SUITE 420  
BOCA RATON, FLORIDA 33432-6024

TELECOPIER (561) 394-6775

TELEPHONE (561) 394-2700  
BROWARD (954) 428-0433

PETER H. SCHMIDT  
I. JEFFREY PHETERSON

February 6, 2001

UPS NEXT DAY AIR  
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\*\*\*\*\*122.50 \*\*\*\*\*78.75

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

Re: Highlands Land Trust, Inc.

Gentlemen:

Enclosed are an original and ONE (1) copy of the Articles of Incorporation for Highlands Land Trust, Inc. Please file the Articles of Incorporation and return ONE (1) certified copy to me in the enclosed envelope.

Also enclosed is a \$122.50 check, payable to the Florida Department of State, for payment of the filing fees.

Thank you for your assistance in this matter.

Very truly yours,

*[Signature]*  
Peter H. Schmidt

PHS/cbs  
Enclosures

EFFECTIVE DATE  
*2-6-01*

SECRETARIAT OF STATE  
TALLAHASSEE, FLORIDA

01 FEB - 7 AM 8:31

FILED

**EFFECTIVE DATE**

2-6-01

ARTICLES OF INCORPORATION  
OF  
HIGHLANDS LAND TRUST, INC.

FILED  
01 FEB -7 AM 8:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
NAME

The name of the corporation is HIGHLANDS LAND TRUST, INC.

ARTICLE II  
PURPOSE

The corporation is organized for the purpose of conducting, carrying on, and transacting, any and all lawful activity, or business, permitted under the laws of the United States of America and the State of Florida.

ARTICLE III  
CAPITAL STOCK

The maximum number of shares that the corporation is authorized to have outstanding at any time is FIVE THOUSAND (5,000) shares of common stock which shall have a par value of ONE AND NO/100 DOLLARS (\$1.00) per share.

The common stock of the corporation shall have the following characteristics:

A. At all meetings of the shareholders the common shareholders shall be entitled to cast one (1) vote for each share of common stock owned. That a common shareholder is interested in a matter to be voted upon shall not disqualify the shareholder from voting thereon; and

B. Except as otherwise provided by law, the entire voting power for the election of Directors, and for all other

purposes, shall be vested exclusively in the holders of the issued and outstanding common stock of the corporation.

**ARTICLE IV**  
**TERM OF EXISTENCE**

This corporation shall have perpetual existence, commencing on February 6, 2001.

**ARTICLE V**  
**PRINCIPAL OFFICE**

The address of the initial principal office of the corporation in the State of Florida is 5700 Sims Road, Delray Beach, Florida 33484. The Board of Directors, from time to time, may change the street address, and post office address, of the corporation as well as the location of the principal office of the corporation.

**ARTICLE VI**  
**REGISTERED AGENT**

The name of the initial registered agent of the corporation is PETER H. SCHMIDT, and the address of the initial registered agent of the corporation is 400 South Dixie Highway, Suite 420, Boca Raton, Florida 33432.

**ARTICLE VII**  
**BOARD OF DIRECTORS**

The corporation shall have TWO (2) Directors initially. The number of Directors may be either increased, or decreased, from time to time by the Bylaws, but never shall be less than ONE (1). The name and address of the initial Directors of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Edward W. Koornneef	130 Deanna Drive Lake Placid, Florida 33852

Marian W. Gilde. - 1181 Southwest 24th Avenue  
Boynton Beach, Florida 33426

**ARTICLE VIII**  
**AMENDMENT**

The corporation reserves the right to amend, or to repeal, any provisions set forth in these Articles of Incorporation, or in any amendment hereto, in the manner provided by law.

**ARTICLE IX**  
**INDEMNIFICATION**

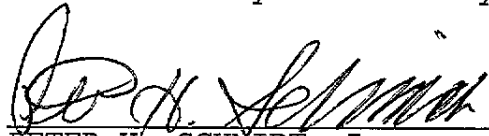
The corporation may indemnify and hold harmless its officers, directors, employees, agents, or other persons, including, but not limited to, its former officers, directors, employees, agents, or other persons, to the full extent of its rights and powers to do so, as provided by the present and future laws of the State of Florida.

**ARTICLE X**  
**INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as an Incorporator are:

Peter H. Schmidt, Esquire  
400 South Dixie Highway  
Suite 420  
Boca Raton, Florida 33432.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 6th day of February, 2001.

  
\_\_\_\_\_  
PETER H. SCHMIDT, Incorporator

STATE OF FLORIDA )  
 ) SS.  
COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me on this 6th day of February, 2001, by PETER H. SCHMIDT, who personally appeared before me, who did not take an oath, and who:

(Notary must check applicable box)

- is personally known to me;
- produced current Florida driver's license as identification; or
- produced \_\_\_\_\_ as identification.

*Connie Jo Horsley*  
 \_\_\_\_\_  
 Name: CONNIE JO HORSLEY  
 Notary Public,  
 State of Florida at Large

My Commission Expires:  
 Connie Jo Horsley  
 MY COMMISSION # CC953490 EXPIRES  
 July 22, 2002  
 BONDED THRU TROY FAIN INSURANCE, INC.



ACCEPTANCE OF REGISTERED AGENT

Having been designated to accept service of process for the above-named corporation, at the place hereinabove set forth, the undersigned hereby accepts such designation and agrees to serve and to act as the initial registered agent for the corporation, and to comply with all of the provisions of Section 48.091, Florida Statutes, relative to keeping the office of the registered agent open.

*Peter H. Schmidt*  
 \_\_\_\_\_  
 PETER H. SCHMIDT

FILED  
 01 FEB -7 AM 8:31  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA