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Email Address: Kimberley.dillon@quarles.com

**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Guardians of the Everglades, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
GUARDIANS OF THE EVERGLADES, INC.**

*The undersigned, acting as incorporator under Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation:*

**ARTICLE 1  
NAME OF THE CORPORATION**

The name of the corporation is GUARDIANS OF THE EVERGLADES, INC.  
(hereinafter the "Corporation")

**ARTICLE 2  
PURPOSE**

The Corporation shall have the power to engage in any lawful business.

**ARTICLE 3  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is located at 60 Seagate Drive, #406, Naples, FL 34103.

**ARTICLE 4  
SHARES**

The maximum aggregate number of shares that the Corporation shall have authority to issue and to have outstanding at any one time is One Thousand (1,000) shares of no par value Common Stock. Common shares shall be the only class of shares which the Corporation shall have authority to issue.

**ARTICLE 5  
BOARD OF DIRECTORS**

There shall be two (2) directors on the initial Board of Directors. The method of election of the Board of Directors shall be stated in the bylaws. The names and addresses of the initial members of the board of Directors are:

<u>Name:</u>	<u>Address:</u>	<u>Title:</u>
Joseph N. Barrow	60 Seagate Dr., #406 Naples, FL 34103	Board Member
Constance K. Barrow	60 Seagate Dr., #406 Naples, FL 34103	Board Member

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**ARTICLE 6**  
**REGISTERED AGENT**

6.1 The name and address of the registered agent of the corporation is CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324. The Board of Directors shall have the authority to change the registered agent by majority vote.

**ARTICLE 7**  
**OFFICERS**

The Corporation shall have such officers as may from time to time be proscribed by the Bylaws. Their terms of office and their manner of designation or selection shall be determined according to the Bylaws then in effect.

**ARTICLE 8**  
**AMENDMENT OF BYLAWS**

The Corporation's Bylaws may be amended, altered, restated or repeated and new Bylaws may be adopted only by the affirmative vote of a majority of the members of the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.


**ARTICLE 9**  
**AMENDMENT OF ARTICLES OF INCORPORATION**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE 10**  
**INCORPORATOR**

The sole incorporator of the Corporation is Kimberley A. Dillon. The complete business address of the sole incorporator is c/o Quarles and Brady, LLP, 1395 Panther Lane, Naples, Florida 34109.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 16 day of March, 2012.

  
KIMBERLEY A. DILLON  
Incorporator

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**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND  
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF CHAPTER 607.0501 OF THE  
FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE  
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED  
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA:

1. The name of the Corporation is GUARDIANS OF THE EVERGLADES,  
INC.
2. The name of the initial registered agent of the Corporation is CT Corporation  
System, 1200 South Pine Island Road, Plantation, Florida 33324.

**REGISTERED AGENT ACCEPTANCE**

The undersigned, being named in the Articles of Incorporation of Guardians of  
the Everglades, Inc., as the registered agent of this corporation, hereby consents to accept  
service of process for the above stated company at the place designated in the Articles of  
Incorporation, and accepts the appointment as Registered Agent and agrees to act in this  
capacity. The undersigned further agrees to comply with the provisions of all statutes  
relating to the proper and complete performance of its duties, and is familiar with and  
accepts the obligations of the position of Registered Agent.

Date: March \_\_\_\_, 2011

CT Corporation System

By: \_\_\_\_\_

Assistant Secretary  
Ashley Pipes

Title: \_\_\_\_\_

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