

**p950000 37436**

**FILED**

95 MAY 11 PM 12:15

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CAPITOL SERVICES d/b/a  
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

400001483934  
-05/11/95--01030--019  
\*\*\*\*367.50 \*\*\*\*122.50

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. Ecosystems Land Mitigation Bank II Corp.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 2:30

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

| NEW FILINGS                         |                   |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit            |
| <input type="checkbox"/>            | NonProfit         |
| <input type="checkbox"/>            | Limited Liability |
| <input type="checkbox"/>            | Domestication     |
| <input type="checkbox"/>            | Other             |

| AMENDMENTS               |                                       |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment                             |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent            |
| <input type="checkbox"/> | Dissolution/Withdrawal                |
| <input type="checkbox"/> | Merger                                |

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/<br>QUALIFICATION |                     |
|--------------------------------|---------------------|
| <input type="checkbox"/>       | Foreign             |
| <input type="checkbox"/>       | Limited Partnership |
| <input type="checkbox"/>       | Reinstatement       |
| <input type="checkbox"/>       | Trademark           |
| <input type="checkbox"/>       | Other               |

*Name approved  
by phone:  
Judy Graham,  
Banking & Finance*

**NANCY HENDRICKS MAY 11 1995**

Examiner's Initials

**ARTICLES OF INCORPORATION**

**of**

**ECOSYSTEMS LAND MITIGATION BANK II CORPORATION**

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95 MAY 11 PM 12:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**  
**NAME**

The name of this corporation is **ECOSYSTEMS LAND MITIGATION BANK II CORPORATION.**

**ARTICLE II**  
**ADDRESS OF PRINCIPAL OFFICE**

The principal office and street address of this corporation is 1555 Howell Branch Road, Winter Park, FL 32789-1109.

**ARTICLE III**  
**DURATION**

This corporation shall begin its corporate existence as of the filing of these Articles of Incorporation or as otherwise authorized by law and shall exist perpetually unless dissolved by operation of law.

**ARTICLE IV**  
**GENERAL PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

**ARTICLE V**  
**CAPITAL STOCK**

This corporation is authorized to issue one thousand (1,000) shares of capital stock, which shall be designated Common Shares with a par value of One and No/100 Dollars (\$1.00). The Directors of the Corporation are authorized and empowered to issue the capital stock of the Corporation as they in their sole discretion shall determine.

**ARTICLE VI**  
**PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock in this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VII**  
**PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 1555 Howell Branch Road, Winter Park, FL 32789-1109, and the name of the initial registered agent of this corporation at that address is J. A. Jurgens.

**ARTICLE VIII**  
**INITIAL BOARD OF DIRECTORS**

- A. This corporation shall have three (3) directors initially.
- B. The number of directors of this corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than one (1).
- C. The names and addresses of the initial members of the Board of Directors who shall hold office until their successors are duly elected and have qualified are:

D. Miller McCarthy

729 Alba Drive  
Orlando, Florida 32804

J. A. Jurgens

1555 Howell Branch Road  
Winter Park, Florida 32789-1109

Alan O. Fickett

1555 Howell Branch Road  
Winter Park, Florida 32789-1109

**ARTICLE IX  
INCORPORATOR**

The name and address of the Incorporator of this corporation is:

J. A. Jurgens

1555 Howell Branch Road  
Winter Park, Florida 32789-1109

**ARTICLE X  
BY-LAWS**

The power to adopt, alter or repeal by-laws shall be vested in the Board of Directors.

**ARTICLE XI  
INDEMNIFICATION**

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the Florida Business Corporation Act.

**ARTICLE XII  
AMENDMENT**

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 are subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned have executed these Articles at Winter Park, Florida, this 10<sup>th</sup> day of May, 1995.

  
\_\_\_\_\_  
J. A. JURGENS  
Incorporator

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of May, 1995, by **J.A. JURGENS**, who is personally known to me and who did not take an oath.

*Erin Y. Laubach*  
NOTARY PUBLIC  
Print Name: Erin Y. Laubach  
My Commission Expires: 06/30/98  
Commission Number: \_\_\_\_\_

NOTARY PUBLIC, STATE OF FLORIDA.  
MY COMMISSION EXPIRES: June 30, 1998.  
BORNED THRU NOTARY PUBLIC UNDERWRITERS.

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent for **ECOSYSTEMS LAND MITIGATION BANK II CORPORATION** at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT:

*J.A. Jurgens*  
**J.A. JURGENS**