

FD95000050398

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

FILED  
JUN 28 PM 12:03  
TALLAHASSEE, FLORIDA

400001524514  
-06/27/95--01076--014  
\*\*\*\*367.50 \*\*\*\*122.50

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

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

☒ Walk in ☒ Pick up time 2:00 ☒ 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               |

789, 511, 671  
W95-13094

BROWN JUN 28 1995

Examiner's Initials



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 27, 1995

CAPITOL SERVICES  
1406 HAYS STREET  
SUITE 2  
TALLAHASSEE, FL 32301

SUBJECT: ECOSYSTEMS LAND MITIGATION BANK V CORPORATION  
Ref. Number: W95000013094

We have received your document for ECOSYSTEMS LAND MITIGATION BANK V CORPORATION and your check(s) totaling \$367.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking  
Director's Office  
Suite 1401, The Capitol  
Tallahassee, FL 32399-0350  
(904) 488-1111.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6919.

Beth Register  
Corporate Specialist Supervisor

Letter Number: 595A00031482

JUN 27 '95 05:55PM HHSZ (ORLANDO)

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**OFFICE OF COMPTROLLER**  
**DEPARTMENT OF BANKING AND FINANCE**  
**STATE OF FLORIDA**

**TALLAHASSEE**  
**32399-0350**

October 21, 1994

J.A. Jurgens, P.A.  
Honigman, Miller, Schwartz and Cohn  
390 North Orange Avenue  
Suite 1300  
Post Office Box 2471  
Orlando, FL 32802-2471

Dear Mr. Jurgens:

Re: "EcoSystems Land Mitigation Bank Corporation"

Reference is made to your fax/letter of October 20, 1994, concerning the use of the above-referenced name approval.

It is the opinion of this Department that your name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Department does not object to your use of the above-referenced corporate name.

Sincerely,

Terence M. Straub  
Director  
Division of Banking  
Suite 1401, The Capitol  
Tallahassee, FL 32399-0350  
(904) 488-1111

:kr

cc: Karon Beyer, Chief  
Bureau of Corporate Records  
Division of Corporations  
Secretary of State's Office

OCT 20 '94 84114PM HMSC ORLANDO

P.2/3

LAW OFFICES  
HONIGMAN MILLER SCHWARTZ AND COHN  
A PROFESSIONAL CORPORATION

380 NORTH ORANGE AVENUE  
SUITE 1300  
POST OFFICE BOX 2471  
ORLANDO, FLORIDA 32802-2471  
TELEPHONE (407) 848-8888  
TELEFAX (407) 848-8888

WEST PALM BEACH, FLORIDA  
TAMPA, FLORIDA  
LOS ANGELES, CALIFORNIA

DETROIT, MICHIGAN  
LANSING, MICHIGAN  
HOUSTON, TEXAS

October 20, 1994

**VIA FACSIMILE TRANSMISSION**  
**(904) 488-7060**

Ms. Kathy Ryan  
Administrative Assistant  
Division of Banking  
Director's Office  
Suite 1401, The Capitol  
Tallahassee, FL 32399-0350

Re: EcoBank Corporation and EcoSystems Land Mitigation Bank  
Corporation

Dear Kathy:

Thank you for your time today to discuss the procedure to receive approval from the Department of State for use of the above-referenced corporate names for purposes of conducting business as a mitigation bank. I have enclosed copies of the Articles of Incorporation of each respective corporation for your review. Via correspondence dated October 19, 1994, the Florida Department of State, Division of Corporations, informed that written approval and clearance of the terms EcoBank Corporation and EcoSystems Land Mitigation Bank Corporation as business entities must be obtained from your office pursuant to Fla. Stat., §655.922(2a). Accordingly, this letter shall serve as a formal request for the required approval.

For your information and as requested by your office, a mitigation bank as a business is authorized by the Environmental Reorganization Act of 1993. Mitigation banks generally combine enhancement and restoration of altered upland and wetland areas or other mitigation bank construction activities, preservation of certain upland and wetland areas, and at times creation of upland or wetland habitat. The mitigation bank basically restores an ecological community to its maximum functional and historical value and maintains that community in perpetuity for the benefit of the public. In exchange for Department of Environmental Protection (the "Department") authorization to construct a mitigation bank, the mitigation bank

HONIGMAN MILLER SCHWARTZ AND COHN

Ms. Kathy Ryan  
October 20, 1994  
Page 2

company may sell credits as determined between the Department and the mitigation bank company. Credits are purchased on the open market by developers, utilities, governmental authorities, or other business entities as required to mitigate the environmental impacts for their respective projects.

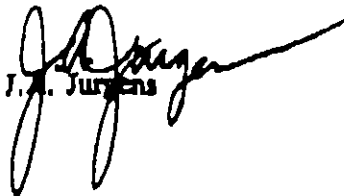
As you can tell, a mitigation bank company is not conducting business in the manner that a traditional financial institution would conduct its business. In summary, mitigation bank companies create mitigation areas and sell mitigation credits for those areas to the general public. For your information, we have substantial documentation prepared which explains the mitigation bank process, summarizes Fla. Admin. Code ch. 17-342, and describes the operation of the mitigation bank in detail. If this additional information is necessary from your standpoint to obtain written approval and clearance, please advise and I will forward the same directly to your attention.

Thank you in advance for your assistance in this matter. On behalf of EcoBank Corporation and EcoSystems Land Mitigation Bank Corporation, I look forward to receiving written approval. If there are any costs associated with this request, please advise.

Yours very truly,

HONIGMAN MILLER SCHWARTZ AND COHN

By: J.A. Jurgens, P.A.

  
J.A. Jurgens

JAJ/syl  
Enclosures-stated

cc: Mr. D. Miller McCarthy, President  
EcoBank Corporation and EcoSystems Land Mitigation Bank Corporation

J. Lindsay Builder, Jr., Esq.

Dr. Alan Fickett

**ARTICLES OF INCORPORATION**

**of**

**ECOSYSTEMS LAND MITIGATION BANK V CORPORATION**

**FILED**  
95 JUN 28 PM 12:03  
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 V 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<br>Orlando, Florida 32804                   |
| J. A. Jurgens      | 1555 Howell Branch Road<br>Winter Park, Florida 32789-1109 |
| Alan G. Fickett    | 1555 Howell Branch Road<br>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 23<sup>rd</sup> day of June, 1995.

**J. A. JURGENS**  
Incorporator

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of June, 1995, by

J.A. JURGENS, who is personally known to me and who did not take an oath.

Elise Y. Lambach  
NOTARY PUBLIC  
Print Name: Elise Y. Lambach  
My Commission Expires: \_\_\_\_\_  
Commission Number: CC109160

NOTARY PUBLIC, STATE OF FLORIDA  
MY COMMISSION EXPIRES: June 30, 1996  
DOPOSED THEN NOTARY PUBLIC UNDERWRITING

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent for **ECOSYSTEMS LAND MITIGATION BANK V 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

ecovart.inc

FILED  
95 JUN 28 PM 12:03  
TALLAHASSEE, FLORIDA