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PRESTIGE HALL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 159036 4352702

AUTHORIZATION :

Patti a. Pizutti

COST LIMIT : \$ 122.50

FILED
56 NOV 18 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : November 18, 1996

ORDER TIME : 3:0 PM

ORDER NO. : 159036-005

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CUSTOMER NO: 4352702

CUSTOMER: Ms. Susan Jewell
WILLIAMS PARKER HARRISON DIETZ
& GETZEN
200 South Orange Avenue
Sarasota, FL 34230-3258

DOMESTIC FILING

NAME: FRIENDS OF THE TRAILS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

KL
11-19-96

RECEIVED
56 NOV 18 PM 4:14
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
FRIENDS OF THE TRAILS, INC.
(A Corporation Not for Profit)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In order to form a corporation under and in accordance with the provisions of Chapter 617, Florida Statutes, I, hereby make, adopt and subscribe the following Articles of Incorporation:

**I.
NAME OF CORPORATION**

The name of this corporation shall be:

Friends of the Trails, Inc.

The principal address and the mailing address of the corporation shall be:

315 14th Avenue West
Palmetto, Florida 34221

**II.
PURPOSES**

The purpose of the organization is to support, develop, and maintain a system of natural trails in the State of Florida that will connect with the State and National Greenways and trail system. The trails are intended to be used by any persons seeking a safe, natural form of transportation and recreation.

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code.

No part of the corporation's income or property shall inure to the private benefit of any donor, trustee, officer, or individual having a personal or private interest in the activities of the corporation, and in such manner that it shall not in any way, directly or indirectly, engage in carrying on propaganda or otherwise attempt to influence legislation.

The corporation may undertake, promote, develop, and carry on religious, charitable, scientific, literary, or educational works; support, assist, and maintain in whole or in part religious, charitable, scientific, literary, or educational agencies or institutions, and without limiting the generality of the foregoing, in the absolute discretion of the board of trustees, to r-

receive property by gift, grant, purchase, devise, bequest, or in any lawful manner and to make donations, gifts, contributions, and loans out to or for the use of any and all corporations, organizations, foundations, institutions, the United States, (any state or political subdivision thereof), governmental bodies or projects for religious, charitable, scientific, literary, or educational purposes.

III. MEMBERSHIP

The corporation shall have one class of non-voting members. Membership shall be based upon the payment of dues.

IV. BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a board of directors, consisting of not less than three (3) and not more than twelve (12) persons, as determined pursuant to provisions of the Bylaws. Qualification and method of election of the directors will be determined pursuant to the provision of the Bylaws.

V. CORPORATE EXISTENCE

The existence of this corporation shall be perpetual, unless dissolved according to law.

VI. BYLAWS

The first board of trustees of the corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended or rescinded by the trustees in the manner provided by such Bylaws.

VII.
REGISTERED OFFICE

The street address of the initial registered office of the corporation is 315 14th Avenue West, Palmetto, Florida 34221, and the name of the initial registered agent of this corporation at that address is Kathy O. Holt.

VIII.
INCORPORATORS

The name and address of the incorporator to these Articles of Incorporation are as follows:

Kathy O. Holt
315 14th Avenue West
Palmetto, Florida 34221

IX.
COMMITTEES

The corporation may establish such committees as may be necessary to efficiently carry out the general purposes and activities of the corporation.

X.
DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, in the county for which the principal office of the organization is then located, exclusively for one or more of such purposes.

XI.
TERMS


All general or specific references herein made to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States Internal Revenue Law. Similarly, any

general or specific references to the laws of the State of Florida shall be deemed to refer to the laws of the State of Florida as now in force or hereafter amended.

XII.
AMENDMENT

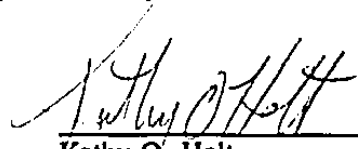
This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 15th day of NOVEMBER 1996.


Kathy O. Holt 11-15-96

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned, hereby consents to the appointment as Registered Agent of Friends of the Trails, Inc. to accept service of process upon said corporation in this state.


Kathy O. Holt 11-15-96
Registered Agent

JD-180462

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TALLAHASSEE, FLORIDA