

ARTICLES OF INCORPORATION
OF
FLORIDA GREENWAYS AND TRAILS FOUNDATION, INC.
A NONPROFIT FLORIDA CORPORATION

ARTICLE I

NAME

The name of this corporation is FLORIDA GREENWAYS AND TRAILS FOUNDATION, INC., a Nonprofit Florida Corporation.

ARTICLE II

TERMS OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE III

INCORPORATORS

The name and residence of the Incorporators are as follows:

Rich Dunkel
ETS, Inc.
2314 Hillside Drive
Mount Dora, FL 32757

3303 Rye Road
Parrish, FL 33831

Margaret Dyer
8922 Eagle Watch Drive
Riverview, FL 33569

Sarah Ann Thompson
814 South Orleans Avenue
Tampa, FL 33606

Helen F. Koehler
1950 SE 111th Court
Morrison, FL 32668

Noah Valenstein
3909 Reserve Drive, Apt. 632
Tallahassee, FL 32311

R. Douglas Leonard
Central Florida Regional
Planning Council
Post Office Drawer 2089
Bartow, FL 33831

Ed McAdam

The rights and interests of the Incorporators shall automatically terminate when these Articles are filed with the Secretary of State.

ARTICLE IV

PURPOSE

This corporation is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue code of 1986, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. More particularly, to conduct programs and activities, sponsor research, sponsor promotions, raise funds, request and receive grants, gifts, contributions, dues and bequests of money, real and personal property; or acquire, receive hold, invest and administer, in its own name, securities, funds, objects of value, or other property, real or personal; and make expenditures and distributions to or for the benefits of the Office of Greenways and Trails.

ARTICLE V

PUBLICLY SUPPORTED TAX-EXEMPT NONPROFIT CORPORATION

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE VI

DISSOLUTION

1. Upon the dissolution of the corporation, assets shall be distributed to the Department of Environmental Protection, Office of Greenways and Trails, of the State of Florida or its successor, to be used exclusively for the purposes hereinabove set forth, provided that such does not impair or destroy the tax exempt status to donations, contributions, legacies or dues received by this corporation to the extent that such tax exempt status shall be allowed under any applicable law or regulation.

2. Notwithstanding anything herein to the contrary, the assets of the Corporation are hereby irrevocably dedicated to charitable use; accordingly, in the event the Department of Environmental Protection, Office of Greenways and Trails, of the State of Florida, or its successors, fails to qualify to receive or otherwise fails to accept the Corporation's assets upon dissolution, the residual assets of the Corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code or corresponding sections of any prior or future law, or to a federal, state or local government for exclusive public purposes(s).

ARTICLE VII

INITIAL PRINCIPAL OFFICE, MAILING ADDRESS AND REGISTERED AGENT

The street and mailing address of the initial registered office is 3900 Commonwealth Boulevard, MS 795, Tallahassee, FL 32399-3000 and the initial registered agent at that address is Noah Valenstein.

ARTICLE VIII ADMINISTRATION

This corporation is organized, and shall be operated, on a non-stock basis.

ARTICLE IX

BY-LAWS

The Directors, by majority vote, are authorized to establish bylaws for the corporation not inconsistent with these Articles of Incorporation, and to amend same from time to time. Directors shall be elected as stated in the bylaws.

ARTICLE X

AMENDMENTS TO ARTICLES OF INCORPORATION

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation. Amendments to the Articles of Incorporation must be adopted by an absolute majority vote of the Board of Directors at any board meeting called for that purpose.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20th day of August, 2001

Noah Valenstein

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Noah Valenstein