

ARTICLES OF INCORPORATION

OF

COFFEEN LAND TRUST, INC.

The undersigned, a citizen of the United States, hereby files these Articles of Incorporation to form and establish a corporation NOT FOR PROFIT under the laws of the State of Florida.

The Coffeen Land Trust, Inc. is dedicated to the conservation and preservation of the Coffeen Nature Preserve as a sanctuary for humans, plants and wild life. The Coffeen Land Trust, Inc. will accomplish its mission through a collaborative effort with the community.

ARTICLE I.

Name

The name of this corporation shall be COFFEEN LAND TRUST, INC.

ARTICLE II.

Term

The period of duration of this corporation is perpetual unless dissolved by law, commencing upon the filing of these Articles of Incorporation with the Secretary of State.

ARTICLE III.

Purpose

This corporation is organized not for profit, and the objectives and purposes to be exclusively transacted and carried on are:

1. To promote for the benefit of the general public the preservation of natural resources, principally in, but not limited to the housing development of FOUR MILE VILLAGE and Coffeen Nature Preserve, Florida, and surrounding environs. These resources shall include land and water resources, the plant and animal life thereon, and unique scenic, natural and historic sites;
2. To engage in and promote scientific study and public education regarding natural resources.
3. To receive and maintain real or personal property, or both, and, subject to the other restrictions and limitations herein set forth, to use and apply the whole or any part of the income there from and the principal thereof exclusively for charitable, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.
4. No part of the earnings of the corporation shall inure to the benefit of any Member, Trustee, or Officer of the corporation or any other person (except that the corporation may pay reasonable compensation for services rendered to or on behalf of the corporation and make other payments and distributions in furtherance of one or more of its purposes), and no Member, Trustee, or Officer of the corporation or any other person shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.
5. No substantial part of the activities of the corporation shall attempt to

influence legislation. The corporation shall not participate, directly, or indirectly, or intervene in (including the publication of distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The corporation shall not have the objectives nor engage in activities that would characterize it as an "action organization" as defined in Treas. Reg. §501(c)(3)-1(c)(3), as it now exists or may hereafter be amended.

6. Notwithstanding any other provisions of these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as may be amended from time to time, and Treasury Regulations there under, as they now exist or as they may be hereafter amended, or by any organization, contributions to which are deductible under Section 170(c)(2) of such Code and Treasury Regulations there under as they now exist or may hereafter be amended.
7. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.
8. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.
9. The corporation shall not retain any excess business holdings as defined in

Section 4943(c) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

10. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.
11. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.
12. Upon the dissolution of the corporation or the winding up of its affairs, all of the assets of the corporation shall be distributed exclusively to an organization organized and operated exclusively for charitable, scientific, environmental, public safety, testing, literary, educational, or prevention of cruelty to children or animals purposes which then qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code and Treasury Regulations as the Trustees may direct. Any such assets not so disposed of shall be disposed of by the Circuit Court of the [First Judicial Circuit] in and for Walton County, Florida, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE IV.

Powers

In order to accomplish the purposes and to attain the objectives for which this corporation is formed and for which the funds and property of this corporation shall be

handled, administered, operated, and distributed as herein above set forth, the corporation and its officers and trustees shall possess and exercise all powers, authorities, and privileges granted by and under the laws of the State of Florida not inconsistent with the requirements for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986 and Treasury Regulations as they now exist or as they may hereafter be amended and including, but not by way of limitation, the following powers, authorities, and privileges:

1. To accept, acquire, receive, take, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objectives and purposes, any property, both real and personal, of whatever kind, nature, or description and wherever situated.
2. To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of any such property, both real and personal as the objectives and purposes of the corporation may require, subject to such limitations as may be prescribed by law.
3. To borrow money and from time to time, make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or any other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the corporation wherever situated, whether now owned or hereafter to be acquired.

4. To invest or reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, land, and other real estate, or in such other securities and property as its Board of Trustees shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended.
5. In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes herein above set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation, subject to further limitation and condition that, notwithstanding any other provisions of these Articles, only such powers shall be exercised as are in furtherance of the Federal income tax exempt purposes of the corporation and as may be exercised by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its Treasury Regulations as they now exist or as they may hereafter be amended and by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE V.

Registered Office and Registered Agent

The location of its principal place of business and its Registered Office in this State is 146 Coffeen Hill Road, Santa Rosa Beach, Florida 32459. The name of its Registered Agent and Resident Agent in this State located at the address set forth above is Ed Coffeen. The Board of Trustees may from time to time move the Registered Office to any other street address in Florida or change the name of the corporation's Registered Agent or Resident Agent.

ARTICLE VI.

Members

The members of the corporation shall be all persons who support the purposes of Coffeen Land Trust, Inc. The members shall be admitted upon an affirmative vote of the Board of Trustees or such other manner as provided by the By-Laws of the corporation as may be amended from time to time.

ARTICLE VII.

Officers

The corporation shall have a President, Vice-President, Secretary and Treasurer and may have additional and assistant officers, including without limitation thereto, Chairman of the Board or others. A person may hold more than one office. Officers shall be elected by the membership as provided in the By-Laws of the corporation.

ARTICLE VIII.

Initial Officers

The names and street addresses of the initial officers, who shall serve until the first election, are as follows:

Office

Name and Address