

AMENDED ARTICLES OF INCORPORATION
OF
COFFEEN LAND TRUST, INC.

The undersigned, a citizen of the United States, hereby files these Amended 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 wildlife. 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 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 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 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. 5501 (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 carded 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 is Terrell K. Arline. 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.

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 as provided in the By-Laws of the corporation.

ARTICLE VII.

Officers

The names and street addresses of the officers, who shall serve terms as provided by the Bylaws of the corporation are as follows:

Office Name and Address

President: John F. Patten II, 175 Missile Hill Road, Santa Rosa Beach FL 32459
Vice-President: Dave Wells, 1328 Vista Bonita, San Antonio, TX 78216-2215
Secretary: Noel Baker, 603 Laurel St., Panama City Beach, FL 32407
Treasurer: Barbara Fitz-Hugh, 1112 State Street, New Orleans, LA 70118

ARTICLE VII.

Trustees

The Board of Trustees of this corporation shall consist of eight (8) persons. The number and classification of the Trustees may be changed from time to time by amendment to the By-Laws.

In no event, shall the Board of Trustees be less than three (3) persons. The Trustees shall be elected for a term and according to procedures provided in the By-Laws of the corporation. A majority of the Trustees shall be competent to contract, and to delegate the rights to contract to a Director of the Board of Trustees.

ARTICLE IX.

Board of Trustees

The names and street addresses of the Board of Trustees are as follows:

1. John F. Patten II, 175 Missile Hill Road, Santa Rosa Beach FL, 32459
2. Dave Wells, 1328 Vista Bonita, San Antonio, TX 78216-2215
3. Noel Baker, 603 Laurel St., Panama City Beach, FL 32407
4. Barbara Fitz-Hugh, 1112 State Street, New Orleans, LA 70118
5. Terrell K. Arline, 1819 Tamiami Drive, Tallahassee, FL 32301
6. Jeff Talbert, 768 C J Laird Rd, Ponce De Leon, FL 32455
7. Matthew Whitman Lazenby, 285 Twisted Pine Trail, Santa Rosa Beach, FL 32459
8. Charles Fryling, 1068 East Lakeview Dr., Baton Rouge, LA 70810

ARTICLE X

Transactions in Which Trustees and Officers are *Interested*.

1. No contract or transaction between the corporation and one or more of its, trustees, or officers, or between the corporation and any other organization in which one or more of its s, trustees, or officers are s, trustees, or officers ("common trustees"), or have a financial interest ("interested trustees"), shall be void or voidable solely for this reason, or solely because the , trustee, or officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose if:

a. The fact of such relationship or interest is disclosed or known to the Board of Trustees or to the committee thereof which authorizes the contract or transaction pursuant to a vote or consent that is sufficient for such purpose without counting the votes or consents of such common or interested trustees; and

b. The contract or transaction is fair and reasonable as to the corporation as of the time it is authorized by the Board of Trustees or a committee thereof.

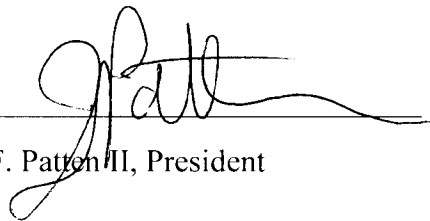
2. Common or interested trustees may be counted in determining the presence of a quorum at a meeting of the Board of Trustees or at a committee which authorizes, approves or ratifies such contract or transaction.

ARTICLE XI
INDEMNIFICATION

The corporation shall indemnify its officers, s, trustees, employees, agents to the fullest extent permitted by Sections 617.0831 and 617.0850, Florida Statutes, and any other provisions of law as may be applicable, as such statutory sections and provisions of law may be amended from time to time. Indemnification of officers, trustees, employees, agents, and other persons may be addressed in the Bylaws of the corporation.

DULY ADOPTED this 8th day of February 2023.

BOARD OF TRUSTEES OF THE COFFEEN LAND TRUST, INC.

By: 
John F. Patton II, President