

# N000000000424

## TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** Pensacola Gulf CoastKeeper, Inc.  
(Proposed corporate name - must include suffix)

FILED  
00 JAN 14 AM 10:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

700003098087-16

-01/14/00--01067--007

Enclosed is an original and one(1) copy of the articles of incorporation and a check for \*\*\*\*\*87.50 \*\*\*\*\*87.50

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Carol G. Moore  
Name (Printed or typed)

811 W. Garden Street  
Address

Pensacola, FL 32501  
City, State & Zip

(850) 429-8422  
Daytime Telephone number

**NOTE:** Please provide the original and one copy of the articles.

T. SMITH JAN 24 2000

PENSACOLA GULF COASTKEEPERS, INC.

ARTICLES OF INCORPORATION  
And BY-LAWS

*The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation*

Article I  
Name, Offices and Mission Statement

1) This is to certify that there is hereby organized a Corporation under and by virtue of the Florida Statutes.

2) The Name of the Corporation is PENSACOLA GULF COASTKEEPERS, INC..

3) The Purpose for which the Corporation is organized is to protect, preserve and restore the ecological integrity and productivity of the Pensacola Gulf Coast, its tributaries and watershed. As the citizen conservation advocate for the Estuary's waterways and their shores, the Corporation seeks to stop polluters and increase public access. The Corporation pursues opportunities for direct land preservation and habitat restoration and helps advance the Estuary's environmental and biological importance as well as its value as a recreational and cultural resource.

4) The Registered Office of the Corporation is:

811 West Garden Street  
Pensacola, Florida 32501

5) The Registered Agent of the Corporation is:

Carol G. Moore  
Executive Director

6) The Principal Place of Business of the Corporation shall be:

811 West Garden Street  
Pensacola, Florida 32501

7) The Branch or Subordinate Places of Business of the Corporation may be established at any time by the Board of Directors at any place or places where the Corporation is qualified to do business.

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9) Notwithstanding any other provisions of these By-Laws, the Corporation is organized exclusively for one or more of the purposes as specified under Section 501(c)(3) of the Internal Revenue Code of 1954 ("IRC"), and 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) or corresponding provisions of any subsequent tax laws.

10) No part of the net earnings of the Corporation shall inure to the benefit of any Director, Officer or member of the Corporation or any private individual (except what reasonable compensation may be paid for the services rendered to or for the Corporation) and no Director, Officer or member of the Corporation or any private individual shall be entitled to share in the distribution of any part of the Corporation's assets upon dissolution of the Corporation.

11) No substantial part of the activities of the Corporation shall be carrying on propaganda or otherwise attempting to influence legislation (except as otherwise noted in Section 501(h) of the IRC) and shall not be participation or intervention (including the publication or distribution of statements) in any political campaign on behalf of any candidates for public office.

12) In any taxable year, in which the Corporation is a private foundation as described in IRC Section 509(a), the Corporation shall distribute its income for said period at such time and manner as not to subject it to tax under IRC Section 4942, and the Corporation shall not: (a) engage in any act of self-dealing as defined in IRC Section 4941(d); (b) retain any excess business holdings as defined in IRC Section 4943(c); (c) make any investments in such a manner as to subject the Corporation to taxation under IRC Section 4944; (d) make any taxable expenditures as defined in IRC Section 4945(d) or as defined in any corresponding provisions of any subsequent Federal tax laws.

## Article II Board of Directors

1) Definitions: The Corporation shall be managed by a governing Board of Directors, hereinafter referred to as the "Board," comprised of elected or appointed Directors. The use of the phrase "entire Board" herein refers to the total number of Directors that the Corporation would have if there were no vacancies in the Board. Directors may also be elected to hold an Office and perform such task and have such responsibilities as described in Article IV.

2) Qualifications and Number: Each Director shall be at least eighteen (18) years of age. A Director need not be a citizen of the United States nor a resident of the State of Florida. The initial Board of Directors shall consist of three individuals. Thereafter, the number of Directors constituting the entire Board shall be at least three. The number of Directors may be increased and decreased by action of the Directors, provided that any action of the Directors to effect such increase or decrease shall require the vote of the majority of the entire Board. No decrease shall shorten the term of any incumbent Director.

3) Powers: The Board shall have all powers and authority necessary for the management of the business, property and affairs of the Corporation to do such lawful acts and tasks as it deems proper and appropriate to promote the objectives and purposes of the Corporation. The Board may elect or appoint Directors to fill vacancies in its number. A Director may waive any notice required by any Article of these By-Laws. The Waiver shall be in writing, signed by the Director entitled to the notice, and filed with the records of the Corporation. Directors alone shall have the power to vote on any action of the Board. The Board shall appoint the Executive Director of the Corporation. The Board may delegate, as necessary from time to time, any of its responsibilities to its Directors or Officers.

a) Executive Director: The Executive Director shall serve as the Chief Staff Officer of the Corporation within the framework of the policies, principles and practices established by the Board. He or she shall have the responsibility of the everyday operations of the Corporation. The Executive Director shall not have the power to vote on any action of the Board.

4) Election, Term of Office and Classification: The first Board of Directors shall consist of the individuals named as Directors in the Certificate of Incorporation of the Corporation and shall hold office until the first Annual Meeting of the Board of Directors and until their successors have been elected and qualified. Thereafter, Directors, who shall be elected at Annual Meetings of the Board by a plurality of the votes cast and who are elected in the interim to fill vacancies and newly created directorships, shall hold office until the next annual meeting of the Board of Directors and until their successors have been elected and qualified or until their resignation, removal or death. In the interim between meetings held for the election of Directors, any vacancies in the Board of Directors may be filled by the vote of the remaining Directors then in office, even if less than a Quorum. The term of office of all Directors shall begin immediately upon being seated by the action of the Board.

### Article III Meetings and Operations of the Board

#### 1) Meetings:

a) Schedule of Meetings: Meetings shall be held at such time as the Board shall fix, except that the first meeting of a newly elected Board shall be held as soon as the Directors may conveniently assemble. The Board shall designate the date, time and place of one Annual Meeting for the election of Directors and Officers. The Board shall also designate the date, time and place of regular meetings to take place throughout the year.

b) Place of Meetings: Meeting shall be held at such place within or without the State of Florida as shall be fixed by the Board.

c) Notice: No notice shall be required for regular meetings for which the dates, time and place have been fixed. Special Meetings may be called by or at the direction of the President of the Board of Directors, or a majority of the Directors. Notice of a Special Meeting shall be given to all Directors at least two days before the determined date, time and place of such meeting.

d) Waiver of Notice: A Director's attendance at or participation in a meeting waives any requirement of notice unless the Director protests to his or her lack of notice prior to the conclusion of the meeting.

e) Quorum: Except as hereinafter provided, a simple majority of the Board shall constitute a Quorum for the transaction of business. Except as herein provided or otherwise provided by Nonprofit Corporation Law, any actions taken by the majority of a Quorum of the Board shall be the actions of the entire Board. Any Director may participate in a meeting of the Board by means of a telephone conference or any similar communications that enables all Directors in the meeting to communicate with each other simultaneously. A majority of the Directors present may adjourn a meeting to another date, time and place, whether or not a Quorum is present.

f) Structure of Meetings:

1) All meetings of the Board shall be conducted in accordance with Robert's Rule of Order (Revised), except as herein provided.

2) The President shall preside over all meetings of the Board. The Secretary shall act as the Secretary of each meeting of the Board. In the absence of a Secretary, the President shall appoint a secretary for the meeting.

2) Committees: The board, by resolution adopted by a majority of the entire Board, may designate from their number two or more Directors to constitute a Committee, which shall have such powers as the Board may lawfully delegate. Members of Committees may be appointed by the Board, or by its President when authorized by the Board. Such committees shall have the power to recommend action to the Board, but shall not have the power to take any corporate action. The Board may remove any or all of the members of a Committee for cause.

1) A Committee may not: (a) authorize distribution; (b) approve or recommend dissolution, merger of the sale, pledge or transfer of all or substantially all of the Corporation's assets; (c) elect, appoint or remove Directors or fill vacancies on the Board or any Committee; (d) adopt, amend or repeal the Certificate of Incorporation or By-Laws.

2) A Committee shall hold regular meetings for the purpose or carrying on its designated tasks.

3) Absentee Voting: There shall be no proxy or absentee voting.

4) Resignation: Any Director may resign at any time by giving written notice to the President of the Board and the Secretary of the Board. The resignation shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

5) Removal: Directors may be removed for good cause as determined and carried out by the remaining members of the Board. Good cause shall include, but is not limited to, excessive absenteeism, failure to pay dues, anti-social conduct and any breach of the Director's duty of care or duty of loyalty to the Corporation. A Director whose removal is to be considered shall be given at least two weeks notice of such action and shall have the opportunity to address the Board regarding such action prior to any vote on such removal.

6) Vacancies: The Board may fill a vacancy on the Board by appointing a member to its number. The appointed Director shall serve for the remainder of the vacated term.

7) Corporate Action Without a Meeting: An action required or permitted to be taken by the Board or by any Committee thereof may be taken without a meeting if all members of the Board or of such Committee consent, in writing, to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the Board or Committee shall be filed with the minutes of the proceedings of the Board or Committee.

#### Article IV Officers

##### 1) Election, Term of Office, Duties and Powers:

a) Election: The initial Officers shall include a President, Vice-President, Treasurer and Secretary. The Officers shall be elected during the initial meeting of the Board and at an annual election, the date, time and place of which may be determined by the Board. Thereafter, the Directors may elect or appoint such other officers and assistant officers as they may determine necessary. Any two or more Offices may be held by the same person except for the position of President.

b) Term of Office: Unless otherwise provided in the resolution of election or appointment, each Officer shall hold office until the next annual election of Officers and until such Officer's successor has been elected and qualified or until such Officer's resignation, removal or death.

c) Duties and Powers: The Officers of the Corporation shall each have such powers and duties as set forth in Article IV(2) of these By-Laws and as generally pertain to their respective offices and such powers and duties as from time to time may be conferred upon them by the Directors.

##### 2) Specific Functions:

a) President: The President shall have general management and supervisory responsibilities over the business and affairs of the Corporation, shall be responsible for scheduling all meetings of the Board and shall prepare the agenda for each meeting. The President shall be the official spokesperson and delegate for external relations for the Board. The President shall perform all such duties as may be prescribed by the Board. The President shall be a member of the Board and shall preside over all meetings of the Board. In the event of a vacancy in the position of President, the Vice-President shall assume the role of President and perform all duties required of that position. The President may delegate from time to time to any other officer, any or all such duties and authority.

b) Vice-President: The Vice-President shall attend all meetings of the Board and shall also have all such duties and authority as may be delegated to the Vice-President by the President. In the event of a vacancy in the position of President, the Vice-President shall assume the role of President and perform all duties required of that position. The Vice-President shall perform such other duties and possess other power as are incident to the office and as may be required by the President of the Board.

c) Treasurer: The Treasurer shall have general supervisory responsibilities over the cause and custody of the funds of the Corporation, shall keep or cause to be kept full and accurate accounts of all receipts and disbursements of the Corporation, shall deposit or cause to be deposited all funds of the Corporation in the name and to the credit of the Corporation in such depositories as may be designated by the Board, shall disburse the funds of the Corporation as may be ordered by the Board and shall present periodic financial reports to the Board at its regular meetings. The Treasurer shall periodically review the financial records of the agency. The Treasurer shall insure compliance with Federal Fiscal Guidelines and compliance with the budget of the Corporation as approved by the Board. The Treasurer shall perform such other duties and possess other power as are incident to the office and as may be required by the President of the Board.

d) Secretary: The Secretary shall attend all meetings of the Board and record all the proceedings of such meetings in a book to be kept for that purpose, shall give or cause to be given notice of all special meetings of the Board, shall have custody of the corporate seal of the Corporation with the authority to affix the same to any instrument or document requiring it, and when so affixed, and may sign, on behalf of the Corporation, contracts and other instruments which have been authorized by the Board. The Secretary shall keep or supervise the recording of the minutes of the meeting of the Board. The Secretary shall also make and send copies of the minutes and notice of all meetings to each member of the Board. The Secretary shall provide each member of the Board with a copy of these By-Laws. The Secretary shall perform such other duties and possess other power as are incident to the office and as may be required by the President of the Board.

3) Resignations: Any Officer may resign at any time by giving written notice to the President of the Board. The resignation shall take effect at the time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4) Removal: Any Officer may be removed with or without cause by the affirmative vote of two-thirds of the entire Board. An Officer whose removal is to be considered shall receive at least two weeks' notice of such proposed action and shall have the opportunity to address the Board regarding such action prior to any vote on such removal.

5) Vacancies: The Board may fill a vacancy in any Office by appointment. The appointed Officer shall serve for the remainder of the vacated term.

## Article VI Membership

1) The Corporation shall have an honorary membership body that shall not be entitled to vote in any action of the Corporation and shall not have the rights of members under the Florida Nonprofit Corporation Law. The Board shall have all the powers and duties for the conduct of the activities and business of the Corporation.

2) The Board shall designate the rights, entitlements and obligations of the members of the Corporation as it determines appropriate from time to time. The membership shall be composed of one class, equal in such rights, entitlements and obligations.

a) Fees and Limitations: Annual Fees shall be determined by the Board and shall be a requirement for membership in the Corporation. The term of membership shall be one year, which may be renewed upon the payment of the year's Annual Fee. Membership in the Corporation shall not be transferable to any other individual.

b) Member Benefits: The names and addresses of each member shall be recorded by the Corporation. Members shall receive a quarterly newsletter and information from the Corporation regarding its mission, activities and events.

c) Indemnification: Members of the Corporation shall not be personally liable for any acts, debts, liabilities or obligations of the Corporation.

## Article VII Contracts and Checks

1) Any contracts and checks shall be signed by the President, and/or his or her designated representative. The Corporation shall keep at an office of the Corporation within the State of Florida complete, accurate books and records of account; minutes of the meetings of the board and its Committees; and a complete record of the names and addresses of all Directors, Officers and members. Any of the foregoing books, minutes or records may be in written form or in any other form capable of being converted into written form within a reasonable time.



## Article VIII Amendments

1) Adoption of amendments to these By-Laws requires ratification by a majority of the Directors at a regular meeting of the board after the text of the proposed amendment has been distributed to all members of the Board at least two weeks before the scheduled meeting.

2) The Board, by a vote of the majority of the Directors present at a meeting duly assembled, with a Quorum present at the time of such vote, may amend or repeal these By-Laws.

## Article IX Fiscal Year

1) For accounting purposes, the Fiscal Year of the Corporation shall be one calendar year, beginning on January 1 and ending on December 31 of each year.

## Article X Indemnification and Insurance

1) Except as otherwise directed by the Board, any Director or Officer made a party to an action or proceeding, whether civil or criminal, by reason of the fact that he or she is or was a Director or Officer of the Corporation shall be indemnified by the Corporation to the full extent permitted by law.

2) The Corporation shall obtain such Insurance as the Board shall from time to time determine necessary to protect the Corporation against losses incurred as a result of the actions of any Director, Officer or employee. As permitted by law, such Insurance shall reimburse the Corporation for any liability or obligation the Corporation should incur as a result of actions or proceedings described in Paragraph 1 of Article IX of these By-Laws. Such Insurance shall also indemnify Directors and Officers from the same liabilities and obligations.

## Article XI Dissolution

1) A majority of the Board may dissolve the Corporation by delivering to the Division of Commercial Recording, or other appropriate agency of the State of Florida, its Articles of Dissolution. Each Director must receive notice of a meeting regarding dissolution of the Corporation at least two weeks prior to such meeting.

2) Upon dissolution or other termination of the Corporation, after payment of all debts, no part of the remaining assets or property may be distributed to or inure to the benefit of any of the Directors, Officers or members of the Corporation. All such assets or property shall be distributed to any such organization as the Board may select; provided however, that the transferee organization,

at the time of distribution, must be exempt under the provisions of Section 501(c)(3) of the United States Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue law).

## Article XII Conflict of Interest

1) No contract or other transaction between the Corporation and one or more of its Directors or Officers, or between the Corporation and any other corporation, firm, association, or other entity in which one or more Directors or Officers of the Pensacola Gulf CoastKeeper, Inc. are directors or officers, or have a substantial personal, professional, political or financial interest, shall be approved by a vote of the Board or any committee if such Director or Officer is present, unless such Director or Officer has fully disclosed his or her interest.

2) Upon providing full disclosure of a conflict of interest, a Director or Officer may not vote in any matters related to such interest unless expressly permitted to do so by a majority of the disinterested Directors or Officers on the Board.

3) Directors and Officers shall disclose to the Board any potential conflicts of interest immediately upon such Director's or Officer's knowledge of any potential conflicts.

## Article XIII Force and Effect of By-Laws

1) These By-Laws are subject to the provisions of Florida Nonprofit Corporation Law, and the Certification of Incorporation as each may be amended from time to time. If any provision of these By-Laws is inconsistent with Florida Nonprofit Corporation Law or the Certification of Incorporation, the provision of Florida Nonprofit Corporation Law or the certificate of Incorporation shall govern only to the extent of such inconsistency.

Article XIV  
Incorporator

The name and address of the Incorporator to these Articles of Incorporation are:

Carol G. Moore  
Executive Director  
811 West Garden Street  
Pensacola, Florida 32501

Carol G. Moore  
Signature/Incorporator

December 30, 1999  
(date)

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Carol G. Moore  
Signature/Registered Agent

December 30, 1999  
(date)

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