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FLORIDA NON-PROFIT CORPORATION

Friends of Restoration and Enhancement of Valparaiso

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**ARTICLES OF INCORPORATION
OF**

**FRIENDS OF RESTORATION AND ENHANCEMENT OF VALPARAISO'S
ENVIRONMENTAL RESOURCES, INC.
a Florida not-for-profit corporation**

ARTICLE I - NAME

The name of this Corporation is FRIENDS OF RESTORATION AND ENHANCEMENT
OF VALPARAISO'S ENVIRONMENTAL RESOURCES, INC.

ARTICLE II - ENABLING LAW

This Corporation is organized pursuant to the Corporations Not for Profit Law of
the State of Florida, set forth in Part One of Chapter 617, Florida Statutes.

ARTICLE III - PURPOSE

(a) The primary purpose for which this Corporation is organized is to provide
a vehicle for the establishment of environmental infrastructures and programs for the
restoration, renewal, enhancement, development and maintenance of public parks,
shorelines and other community amenities in the City of Valparaiso.

(b) This Corporation is organized and operated exclusively for initiating,
promoting, supporting and implementing activities and efforts which further the primary
purposes listed in (a) above.

(c) All resources acquired, whether as gifts, bequests, or by any other means
shall inure to the benefit of the purposes of the Corporation stated within this Article.
No part of any such resources shall inure to the benefit of any individual member,
director, or officer of the Corporation; or, individually, to any officer or employee of the
City of Valparaiso.

(d) This Corporation shall have and exercise all rights and powers conferred
upon corporations under the laws of the State of Florida within the limits of purposes set
out in subparagraphs (a) and (b) of this article.

(e) Said Corporation is organized exclusively for charitable, educational
religious or scientific purposes, within the meaning of section 501(c)(3) of the Internal
Revenue Code (or corresponding section of any future Federal tax code).

(f) No part of the net earnings of the Corporation shall inure to the benefit of,
or be distributable to its members, trustees, directors, officers or other private persons,

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except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to and make payments and distributions in furtherance of section 501(c)(3) purposes. 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 or in opposition to any candidate for public office.

Notwithstanding any other provisions 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).

ARTICLE IV - TERM

This Corporation shall have a perpetual existence with its effective date being the date of filing of these Articles of Incorporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this Corporation is 36468 Emerald Coast Parkway, Suite 2201, Destin, Florida 32541 and the name of the initial registered agent and incorporator of this Corporation at that address is STEVEN K. HALL.

ARTICLE VI - MEMBERSHIP

The authorized number, qualifications, and manner of admission of members of this Corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, the liability of members for dues or assessments and the method of collection thereof, and the termination and transfer of membership shall be as set forth in the bylaws of this Corporation.

ARTICLE VII INITIAL BOARD OF DIRECTORS

(a) Board of Directors. The powers of this Corporation shall be exercised and its affairs conducted by a board of not less than three (3) directors initially. The number of directors may be changed by a bylaw duly adopted by the members entitled to vote. Directors shall be elected annually by a majority vote of the membership present at the annual meeting. The names and addresses of the initial directors of this Corporation who are to act in this capacity until their successors are selected are:

Steve A. Lightfoot
20 Bayshore Point
Valparaiso, FL 32580

John D. Cameron
267 Bayshore Drive
Valparaiso, FL 32580

James E. McCracken
1127 N. Bayshore Dr.
Valparaiso, FL 32580

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Lydia Hernandez
15 Bayshore Point
Valparaiso, FL 32580

Donald Pardue
257 Fern Dell Avenue
Valparaiso, FL 32580

George Sheppard, Jr.
404 Davenport Ave
Valparaiso, FL 32580

Jane Holtz
1271 Bayshore Drive
Valparaiso, FL 32580

(b) Elective Officers. The officers of this Corporation shall be a president and secretary/treasurer. The qualifications, the time and manner of electing, the duties of, the terms of office and the manner of removing officers shall be set forth in the bylaws. The officers who are to serve until the first election of officers under these articles are:

Steve A. Lightfoot - President
John D. Cameron - Secretary/Treasurer

ARTICLE VIII - INCOME FROM PUBLIC EVENTS

If this Corporation holds any events in which members of the general public are invited to attend for a fee, the net proceeds, if any attributable to such participation by non-members will be paid over to an organization which is exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code on an annual basis.

ARTICLE IX - BYLAWS

Bylaws will hereinafter be adopted at the first meeting of the board of directors. Such bylaws may be amended or repealed, in whole or in part by the directors as provided therein.

ARTICLE X - AMENDMENT OF ARTICLES

Amendments to these articles may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of members of the Corporation.

ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.


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ARTICLE XII - DISSOLUTION


This Corporation shall be dissolved and its affairs wound up by a two-thirds vote of the voting members. Upon dissolution of this Corporation, assets shall be distributed for one or more of the exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code), i.e., charitable, educational, religious or scientific, or shall be distributed to the Federal government, or to a State or local government for a public purpose.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16th day of NOVEMBER, 2000.



STEVEN K. HALL

I, STEVEN K. HALL hereby am familiar with and accept the duties and responsibilities as registered agent for FRIENDS OF RESTORATION AND ENHANCEMENT OF VALPARAISO'S ENVIRONMENTAL RESOURCES, INC.



STEVEN K. HALL

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TALLAHASSEE, FLORIDA


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STATE OF FLORIDA

COUNTY OF OKALOOSA

Before me, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared STEVEN K. HALL, who is personally known to me and who signed these Articles of Incorporation of his own free will.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County aforesaid this 16th day of November 2000.



NOTARY PUBLIC
My Commission Expires:



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