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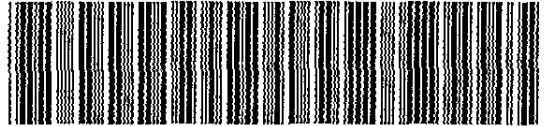
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TALLAHASSEE, FLORIDA

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WILLIAM M. TUTTLE, II, P.A.

ALFRED I. DUPONT BUILDING
169 EAST FLAGLER STREET, SUITE 1620
MIAMI, FLORIDA 33131-1298

FAX (305) 375-8186

(305) 375-8181

June 27, 2003

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Stiltville Trust, Inc.

Gentlemen:

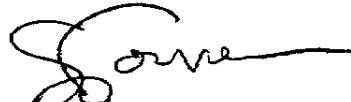
Enclosed are the originals and one copy of the Articles of Incorporation. Enclosed also please find our check, made payable to the Secretary of State, in the amount of \$78.75.

Once the Articles have been filed, please send us a copy and confirmation of the filing. Please send it to my attention.

If you have any other questions or comments, please do not hesitate to contact me.

Thank you.

Sincerely,



SIGMUND PORVEN
(Assistant to William M. Tuttle, II)

WMT/sp
Enclosures

**ARTICLES OF INCORPORATION
OF
STILTSVILLE TRUST, INC.**

The undersigned, for the purpose of becoming incorporated under Chapter 617.39 of the laws of the State of Florida, applicable to corporations not for profit, do hereby submit the following Articles of Incorporation :

**ARTICLE I
CORPORATE NAME**

The name of the corporation shall be the Stiltsville Trust, Inc. (the "corporation") and the principal office location and mailing address shall be 169 East Flagler Ave Suite 1620, Miami, Florida 33131.

**ARTICLE II
CORPORATE PURPOSE**

This Corporation is organized exclusively for charitable, and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law. This Corporation is organized specifically to develop, manage, and maintain seven Stiltsville structures within Biscayne National Park for the purposes of public access for diverse uses such as environmental and historical education, scientific research, artistic endeavors, and outdoor recreation, consistent with the general management plan and policies of the National Park Service, and to engage in any lawful purposes not for pecuniary profit.

The corporation is constituted so as to attract support from contributions, directly or indirectly, from a representative number of persons in the area in which it operates and has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the Corporation is distributable to, or inures to the benefit of, its directors or officers; provided however, reasonable compensation as set by the Board of Directors may be paid for services rendered to or for the Corporation.

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 any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this certificate, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or by a corporation contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

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ARTICLE III CORPORATE POWERS

For such purposes, and operating without profit, and in the manner herein stated, the corporation shall have the power to:

- A. Engage in any and all activities which may be deemed necessary or appropriate for the proper and successful attainment of the objects and purposes for which this corporation was created including but not limited to:
 - 1. owning and conveying property or any interest in property, real or personal;
 - 2. operating and maintaining real property;
 - 3. holding leases, licenses, permits, or other appropriate agreements from the National Park Service relating to the Stiltsville Structures.
- B. Solicit, accept, hold and administer contributions, fees, payments or other monies received by deed, gift, will, ordinance, statute, user fee or otherwise, either in trust or otherwise; to own, hold, operate and administer or dispose as corporate assets.

ARTICLE IV BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed by, its Board of Directors. The Board of Directors shall consist of such number of persons as shall be fixed pursuant to the Bylaws from time to time, but shall not be less than the minimum number prescribed by applicable Florida law at the time the size of the Board is being fixed. The qualifications to serve as a director, the rights and powers of the directors, and the method of appointment or election of directors shall be as specified in the Bylaws; provided however that directors may not be removed by less than a two-thirds vote of the Board.

The Corporation has three (3) directors initially, who shall serve until the organizational meeting of the Board of Directors whereupon they shall elect 15 members of the Board. The names and addresses of the initial directors are:

- A. Paul J. Schwiep 2699 South Bayshore Drive Penthouse; Miami, Florida 33133
- B. William Tuttle II 169 E. Flagler St. Suite 1620 Miami, Florida 33131-1211
- C. Clay Henderson 200 South Orange Avenue Suite 2600 Orlando, Florida 32810

ARTICLE V DURATION

The term for which this Corporation shall exist shall be perpetual. In the event of the dissolution of this Corporation, any assets of said corporation then remaining shall be distributed to South Florida National Parks Trust for the benefit of Biscayne National

Park; or such organizations as shall qualify under Section 501 (c) (3) of the Internal Revenue Code of 1986 as amended.

ARTICLE VI MEMBERS

There shall be no members of the corporation.

ARTICLE VII INDEMNIFICATION

(a) The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Corporation or its subsidiaries. To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The Corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Corporation or its subsidiaries. The Corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

ARTICLE VIII AMENDMENTS AND BY LAWS

These Articles of Incorporation may be amended by the directors of the Corporation at a regular meeting or a special meeting of the directors called for that purpose by a two-thirds vote of a quorum consisting of not less than two-thirds of the Board of Directors. The By-Laws of this Corporation shall be made, altered and rescinded by a two-thirds

vote of a quorum consisting of not less than two-thirds of the Board of Directors at any regular meeting of the Directors or at a special meeting called for that purpose.

ARTICLE IX REGISTERED OFFICE

The street address of the initial registered office of this Corporation is 169 East Flagler Ave Sute 1620, Miami, Florida 33131, and the name of the initial registered agent is William Tuttle II.

ARTICLE X INCORPORATOR

The names and addresses of the incorporator is Clay Henderson 200 South Orange Avenue Suite 2600 Orlando, Florida 32810

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set their hand and seal this 21st day of May, 2002.

Signed, Sealed and Delivered
In the Presence of :

Sanita Dorde
Michele L. Virgilio

Clay Henderson
Clay Henderson

STATE OF FLORIDA COUNTY OF ORANGE

The foregoing Instrument was acknowledged before me this ____ day of April 2003, by Clay Henderson who is personally known to me [] or who has produced _____ as identification.



Michele L. Virgilio
MY COMMISSION # DD194238 EXPIRES
March 17, 2007
BONDED THRU TROY FARM INSURANCE, INC.

Michele L. Virgilio
Notary Public/State of Florida at

Large

My Commission Expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENCY UPON
WHOM PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act: That Stiltsville Trust Inc. desiring to organize under the laws of the State of Florida, with its principal office at the City of Miami, County of Miami-Dade, State of Florida as set forth in the Articles of Incorporation, has named William Tuttle II, located at 169 East Flagler Ave Suite 1620, Miami, Florida 33131, as its Registered Agent to accept service of process on the corporation's behalf within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping said office.

By: WT
Registered Agent