

N 080000007882

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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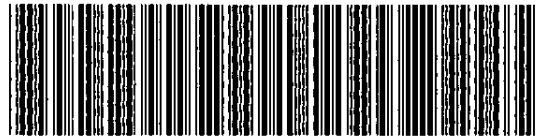
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Amber
to
AC
4/6/09*

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Friends of Shell Island, Inc.

DOCUMENT NUMBER: NO8000007882

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Stephanie Somerset
(Name of Contact Person)

Friends of Shell Island, Inc.
(Firm/ Company)

2113 Pebble Beach Place
(Address)

Panama City FL 32408
(City/ State and Zip Code)

For further information concerning this matter, please call:

Stephanie Somerset at (850) 624 3219
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|---|--|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed) |
|--|---|--|---|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Friends of Shell Island, Inc.

AMENDED ARTICLES OF INCORPORATION

The undersigned, a citizen of the United States, desiring to form a Corporation Not for Profit under the Corporation Not for Profit Law of Florida, Chapter 617, Florida Statutes, certifies and acknowledges:

ARTICLE I. NAME.

The name of the Corporation Not for Profit shall be the Friends of Shell Island, Inc. ("Corporation").

ARTICLE II. DURATION.

The duration of the Corporation shall be perpetual.

ARTICLE III. PRINCIPAL OFFICE.

The principal office and mailing address of the Corporation is 2113 Pebble Beach Place, Panama City, FL 32408.

ARTICLE IV. PURPOSE.

The Corporation is organized exclusively for domestic charitable, educational and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, as may be amended, including the following:

- To educate the community about the unique history and natural resources of Shell Island.
- To promote and protect the beauty and nature of Shell Island for visitors and local citizens alike, and to provide a voice for the citizens who are longtime recreational visitors to the island.
- To educate visitors to Shell Island on the need to protect it and to foster a cooperative spirit between Shell Island stakeholders which include state and federal governments, private landowners, and county government.
- To lessen the fiscal and administrative burdens of local and state government through volunteer work in establishing and maintaining clean recreational areas at Shell Island.
- To assist other organizations in their efforts to provide economic development to the area by protecting the recreational activities available to visitors.
- To carry out our responsibilities while protecting air, water and natural resources.
- To make donations or distributions to other not for profit organizations within the meaning of Section 501 c(3) of the Internal Revenue Code, as may be amended.

ARTICLE V. MEMBERS.

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TALLAHASSEE, FLORIDA

The qualifications for members and the manner of their admission shall be as stated in the bylaws of the Corporation.

ARTICLE VI. POWERS.

The powers of the Corporation shall be as provided in Chapter 617, Florida Statutes with the following limitations within the meaning of section 501(c)(3) of the Internal Revenue Code, as may be amended:

A. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV.

B. 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 or intervene in, including the publishing or distributing of statements, any political campaign on behalf of or in opposition to any candidate for public office.

C. Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE VII. REGISTERED AGENT AND OFFICE.

The Registered Agent is Stephanie Somerset
Physical Address (for service of process) 2113 Pebble Beach Place, Panama City, FL 32408
(phone) 850-624-3219 _____ (fax) 850-233-3625 _____

ARTICLE VIII. INCORPORATORS.

The name and address of the Incorporator is: Stephanie Somerset
Physical Address: 2113 Pebble Beach Place, Panama City, FL 32408
(phone) 850-624-3219 _____ (fax) 850-233-3625 _____

ARTICLE IX. BOARD OF DIRECTORS.

The names and addresses of the persons who are the initial three (3) Directors of the Corporation are as follows:

Name: Stephanie Somerset, Director
Address: 2113 Pebble Beach Place, Panama City, FL 32408

Name: William A. Gavin, Director

Address: 2113 Pebble Beach Place, Panama City, FL 32408

Name: Catherine Zehner, Director

Address: 318 College Avenue, Panama City, FL 32401

The method of election or appointment to the Board of Directors shall be as stated in the bylaws of the Corporation.

ARTICLE X. DISSOLUTION.

In the event of, and upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government for a public purpose.

As signed and acknowledged on:

By:

April 1, 2009
Date



Incorporator,
Friends of Shell Island, Inc.

ACKNOWLEDGMENT

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.

April 1, 2009
Date

Stephanie Somerset

Name and physical address:
Registered Agent

2113 Pebble Beach Place
Panama City, FL 32408

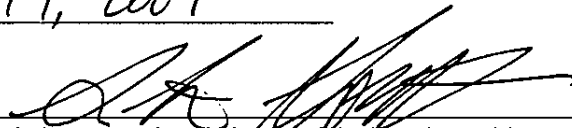
The date of each amendment(s) adoption: April 1, 2009

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated April 1, 2009

Signature 

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Stephanie Somerset
(Typed or printed name of person signing)

Director, Incorporator
(Title of person signing)