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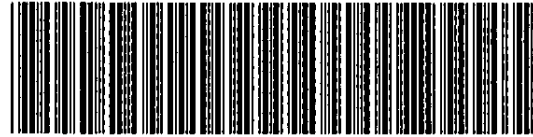
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COVER LETTER

March 21, 2013

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

SUBJECT: FRIENDS OF SEMINOLE COUNTY PARKS AND PRESERVATION FOUNDATION, INC

Enclosed is an original and TWO copies of Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

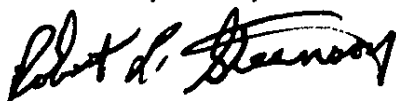
☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Robert L Steenson
Name (Printed or typed)
1609 Wood Duck Drive
Address
Winter Springs, FL 32708-5510
City, State & Zip
407-341-4631
Daytime Telephone number

bsteen7@yahoo.com
E-mail address: (to be used for future annual report notification)

Thank you very much.



**ARTICLES OF INCORPORATION
FRIENDS OF SEMINOLE COUNTY PARKS AND PRESERVATION FOUNDATION, INC**

The undersigned incorporator hereby forms a non-stock, non-profit corporation for the purposes hereinafter set forth, under the provisions of Chapter 617, Florida Statutes (F.S.) and to that end sets forth the following:

Article I: Corporation Name

The name of the corporation shall be Friends of Seminole County Parks and Preservation Foundation, Inc. ("the Corporation").

Article II: Principal Office

The registered office is physically located in Seminole County, FL at:
1609 Wood Duck Drive, Winter Springs, FL 32708.

Article III: Corporation Purpose

The Corporation is formed exclusively for charitable, developmental, recreational and educational purposes, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended or modified or replaced by any future United States internal revenue law (the "Code"). In particular, the Corporation will support programs, services, preservation, and development efforts that advance parks, recreation, historical, and environmental conservation efforts in Seminole County that enhance the quality of life for all people. In furtherance of the foregoing purposes, the Corporation is organized, and shall at all times be operated exclusively for the benefit of and to carry out the purposes of the Seminole County Parks and Recreation, and Greenways and Natural Lands Divisions.

Article IV: Board of Directors and Manner of Appointment

Section 1: Definition

The Board of Directors is that group of persons vested with the management of the business and affairs of this Corporation subject to the law, the Articles of Incorporation, and the Corporation's Bylaws. No Director shall have any right, title, or interest in or to any property of the corporation.

Section 2: Number of Directors

The affairs of the Corporation shall be managed, controlled, and conducted by, and under the supervision of, the Board of Directors. The Board of Directors shall have a minimum of five (5) voting members plus one (1) ex-officio (non-voting) member which shall be the current Director of Seminole County Leisure Services Department. The total number of members may be modified from time to time by resolution of the Board of Directors, but shall at no time consist of more than eleven (11) voting members.

Section 3: Appointment of Directors

Directors shall be appointed through an application process approved by the Board of Directors and confirmed by the majority vote of the Board. There shall also be a non-voting

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Director and he/she shall be the current Director of Seminole County Leisure Services Department.

Section 4: Term of Directors

- a) **Ongoing Term** – Directors shall serve a term of three (3) years.
- b) **Initial Term** – To create a staggered ladder of terms, two (2) of the five (5) initial voting Directors shall serve two (2) year initial terms. Additional Directors, if any, shall have initial terms that conform to the staggered ladder of terms as specified herein. Initial Director terms will be noted at the time of appointment.
- c) **Term Limit** – Directors cannot serve more than three consecutive full terms. Directors selected to fill partial terms will be able to serve out that partial term and then serve three consecutive full terms.
- d) **Re-appointments** – Directors, must be reappointed to additional terms not to exceed the Term Limit as specified herein. Reappointment of Directors shall be according to Section 3, “Appointment of Directors”.
- e) **Ex-Officio Director Term** – Since the ex-officio position shall be held by the Director of Seminole County Leisure Services Department, the term of this office shall be concurrent with the employment of this individual in the capacity as aforementioned.

Section 5: Director Removal and Vacancy

- a) Any Director may be removed, with or without cause, with a two-thirds (2/3) vote by the Board of Directors.
- b) If a Director position is vacated during the year, a replacement shall be appointed during the next appointment period.

Article V: Board Powers and Compensation

Section 1: Board Powers

The Corporation shall have all of the common law and statutory powers of a corporation not-for-profit pursuant to the laws of the State of Florida that are not in conflict with the terms of these Articles, provided, however, that notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from the federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any subsequent United States Internal Revenue Law or Laws, or by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

Furthermore, no substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Section 2: Board Compensation

The Corporation shall not issue shares of stock and shall not distribute any part of its income to its directors or officers. Furthermore, Directors shall receive no compensation for their services on the Board of Directors. This shall not prevent the Corporation from reimbursing any Director for expenses actually and necessarily incurred in the performance of his/her duties as a Director as such expenses are authorized by the Board of Directors.

Article VI: Initial Board of Directors

The names and addresses of the initial directors of this corporation are:

Robert L Steenson	1609 Wood Duck Drive, Winter Springs, FL 32708
Barbara Whittier	394 King Street, Oviedo, FL 32762
Charles Sloan	1608 Wood Duck Drive, Winter Springs, FL 32708
Joseph L Abel (ex-officio)	845 Lake Markham Rd, Sanford, FL 32771

Article VII: Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors. The affirmative vote of two-thirds (2/3) by the Board of Directors shall be necessary to adopt, alter, amend or repeal the Bylaws.

Article VIII: Amendments

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto. The affirmative vote of a majority of the Board of Directors shall be necessary and sufficient to amend these Articles.

Article IX: Dissolution

Upon the dissolution of this organization, 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, to the Seminole County Department of Leisure Services or its future counterpart to be used for products and services consistent with the Purpose as stated in Article III of this document.

Article X: Effective Date

Corporate existence shall commence upon filing these Articles of Incorporation with the Florida Department of State Division of Corporations and the term of the Corporation shall be perpetual.

Article XI: Initial Registered Agent

The name and physical address of the initial registered agent and office of this corporation is:
Robert L Steenson 1609 Wood Duck Drive, Winter Springs, FL 32708.

Article XII: Incorporator

The name and physical address of the Incorporator is:
Robert L Steenson 1609 Wood Duck Drive, Winter Springs, FL 32708

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Robert L. Steenson
Registered Agent

3-21-2013
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. , this 19th day of March, 2013.

Robert L. Steenson
Incorporator

3-21-2013
Date

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TALLAHASSEE FLORIDA