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FLORIDA PROFIT/NON PROFIT CORPORATION
FRIENDS OF CMA, INC.

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**ARTICLES OF INCORPORATION
OF
FRIENDS OF CMA, INC.**

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TALLAHASSEE, FLORIDA

The undersigned, acting as the Incorporator of this Corporation not-for-profit, pursuant to Ch.

617, Fla. Stat., adopts the following Articles of Incorporation and states as follows:

ARTICLE I

Name, Principal Place of Business and Mailing Address

The name of this corporation is FRIENDS OF CMA, INC., whose initial principal place of business and mailing address is located at: 600 Cleveland Street, Suite 200, Clearwater, FL 33755.

ARTICLE II

Duration

The term of existence of this corporation shall be perpetual unless dissolved in accordance with Florida law. Corporate existence shall commence upon filing with the Secretary of State.

Prepared by:

Brian J. Aungst, Jr., Esq.
Macfarlane Ferguson & McMullen
Post Office Box 1669
Clearwater, FL 33757-1669
(727) 441-8966

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ARTICLE III**Purposes**

The purposes for which this corporation is created and maintained shall be exclusively for the promotion of social welfare and no activities which are not permitted by an organization exempt from taxation pursuant to Section 501(c)(4) of the Internal Revenue Code, as amended, shall be permitted.

The corporation shall have the following specific powers:

(1) To gather, analyze and disseminate data and information and to educate citizens on matters relating to the use of public land and the impact of the lease of public land on the community and taxpayers; to assist local agencies, leaders, other organizations and authorities which seek to ensure that public lands are used and sold in a manner to benefit the community; and, to advocate for legislation and policies which will further the corporation's stated goals;

(2) To serve as a core organization to bring together citizens, governmental agencies and representatives of other organizations which have the common goals stated above;

(3) To conduct fundraising activities for the production of revenues adequate to carry out the purposes of the corporation;

(4) To employ staff, consultants, attorneys and accountants to ensure that all regulatory provisions are abided and the corporation's goals are achieved;

(5) To disseminate to the public, civic and governmental organizations and other non-profit and business entities information relating to the purposes of the corporation and such other subjects as may from time to time arise;

(6) To exercise powers permitted by Florida law for a corporation not-for-profit;

(7) To create a ballot initiative political committee pursuant to Ch. 106, Fla. Stat., or the corresponding section of any later adopted statutes, in furtherance of the goals of the corporation;

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(8) To conduct such other related activities permitted to be conducted by an organization exempt from taxation pursuant to Section 501(c)(4) of the Internal Revenue Code, as amended.

ARTICLE IV
Restrictions

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; provided, however, the corporation shall be authorized and empowered to pay reasonable compensation for services rendered by directors, officers, members and other private citizens and to make payments and distributions in furtherance of the purposes set forth in Article III hereof, and to pay or reimburse the reasonable expenses of fundraising or incurred in carrying out the objectives of the corporation.

ARTICLE V
Members

The initial members of the corporation shall be the Officers and Board of Directors. Other classifications of membership may be established by the Board of Directors as provided in the by-laws of the corporation and may consist of separate categories of membership, each with different rights and responsibilities.

ARTICLE VI
Initial Registered Office and Agent

The street address of the initial registered office of this corporation is: 625 Court Street, Suite 200, Clearwater, FL 33756, and the name of the initial registered agent of this corporation at that address is: BRIAN J. AUNGST, JR.

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ARTICLE VII
Initial Board of Directors and Officers

The numbers of persons constituting the Board of Directors of the corporation shall be established in the by-laws, but shall not be less than three (3). The by-laws shall provided the process for the selection of Directors; provided, however, that the initial Directors shall be appointed by the incorporator.

There shall be no limit on the number of terms a Board member may serve unless provided otherwise in the by-laws. The term of office of Board members shall be stated in the by-laws. The Board of Directors may authorize reimbursement of expenses incurred by Board members in conjunction with the corporation's business or other approved activities directly related to the corporation's purposes.

Nothing herein shall be construed to preclude any Director from serving the corporation in any other capacity and receiving additional compensation therefore.

The by-laws may provide for an Executive Committee of the Board. The Board of Directors may establish other committees as may from time to time be determined necessary and appoint the membership on such committees.

ARTICLE VIII
Officers

The corporation shall have at least the following Officers:

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<u>Name</u>	<u>Address</u>	<u>Office</u>
Nick DiCeglie	600 Cleveland Street Suite 200 Clearwater, FL 33755	President
James Nichols	600 Cleveland Street Suite 200 Clearwater, FL 33755	Vice President
John Doran	600 Cleveland Street Suite 200 Clearwater, FL 33755	Treasurer
Robert W. Clifford	600 Cleveland Street Suite 200 Clearwater, FL 33755	Secretary

and such other Officers as may be provided for in the by-laws. The manner of selection of Officers shall also be provided for in the by-laws; provided, however, that the initial officers shall be appointed by the incorporator.

An individual may hold more than one (1) office in the corporation. Duties of Officers shall be described in the by-laws.

ARTICLE IX
Indemnification of Officers and Directors

Officers and Directors shall be indemnified by the corporation against all expenses and liabilities, including attorney's fees, (including any incurred by appellate proceedings), reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office as provided in the by-laws. The corporation may purchase

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and maintain insurance on behalf of all Officers and Directors against any such liability asserted against them or incurred by them in their capacity as Officers and Directors or arising out of their status as such.

ARTICLE X
Non-Stock Basis

This corporation is organized on a non-stock basis.

ARTICLE XI
Dissolution

In the event of dissolution of this corporation, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c) of the Internal Revenue Code of 1954, as amended, or corresponding sections of any prior or future United States of Internal Revenue law or to the federal, state or local government to be used for exclusively public purposes.

ARTICLE XII
Amendments

These Articles of Incorporation may be amended by majority vote of the Directors as provided in Section 617.1002(1)(b), Fla. Stat., at a meeting called for such purpose.

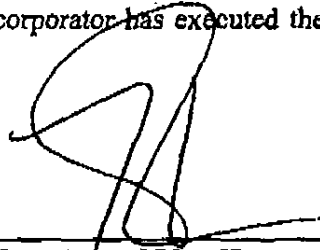
ARTICLE XIII
Incorporator

The name and address of the original incorporator of this Corporation is as follows:

BRIAN J. AUNGST, JR.
625 Court Street
Suite 200
Clearwater, FL 33756

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of
Incorporation this 23rd day of August, 2013.



BRIAN J. LUNGST, JR.
Attorney and Authorized Representative
of the Corporation

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TALLAHASSEE, FLORIDAACCEPTANCE OF REGISTERED AGENT

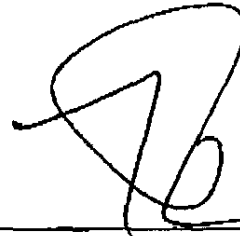
THE CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING
THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **FRIENDS OF CMA, INC.**
2. The name and address of the registered agent and office is:

BRIAN J. AUNGST, JR.
625 Court Street
Suite 200
Clearwater, Florida 33756

Having been named as registered agent and to accept service of process for the above stated company 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.

Dated this 23rd day of August, 2013.



BRIAN J. AUNGST, JR.

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