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Florida Department of State  
Division of Corporations  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Emerald Coast Conservancy, Inc.**

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## COVER LETTER

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

SUBJECT: **Emerald Coast Conservancy, Inc.**

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the 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: Robin Hogland, Paralegal

Name (Printed or typed)

2311 Highland Avenue South, Suite 500

Address

Birmingham, AL 35205

City, State & Zip

205-918-5005

Daytime Telephone number

rhogland@sirate.com

E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION**  
In compliance with Chapter 617, F.S., (Not for Profit)

**ARTICLE I NAME**

The name of the corporation shall be: Emerald Coast Conservancy, Inc.

**ARTICLE II PRINCIPAL OFFICE**

Principal street address:

Mailing address, if different is:

72 South Main Street

Jasper, GA 30143

**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is: \_\_\_\_\_

to promote for the benefit of the general public the preservation and improvement of critical natural  
resources throughout the Gulf Coast States, and to do any and all things necessary to engage in  
such activities.

**ARTICLE IV MANNER OF ELECTION** The manner in which the directors are elected and appointed: \_\_\_\_\_

The method of election of directors shall be stated in the bylaws.

**ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS**

Name and Title: See attached Exhibit A

Name and Title: \_\_\_\_\_

Address \_\_\_\_\_

Address: \_\_\_\_\_

Name and Title: \_\_\_\_\_

Name and Title: \_\_\_\_\_

Address \_\_\_\_\_

Address: \_\_\_\_\_

Name and Title: \_\_\_\_\_

Name and Title: \_\_\_\_\_

Address \_\_\_\_\_

Address: \_\_\_\_\_

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address: \_\_\_\_\_ Address: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address: \_\_\_\_\_ Address: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

**ARTICLE VI REGISTERED AGENT**

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: C T Corporation System

Address: 1200 South Pine Island Road

Plantation, FL 33324

**ARTICLE VII INCORPORATOR**

The name and address of the incorporator is:

Name: Robert D. Keller, Ph.D.

Address: 72 South Main Street

Jasper, GA 30143

Additional provisions attached - Exhibit B

*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*

C T Corporation System

Michael Jones

Assistant Secretary

Required Signature of Registered Agent

7/8/2015

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.*

Robert D. Keller, Ph.D.

Required Signature of Incorporator

7/9/2015  
Date

**Emerald Coast Conservancy, Inc.  
Attachment to Articles of Incorporation**

**Exhibit A**

**ARTICLE V  
INITIAL OFFICERS AND/OR DIRECTORS**

The number of Directors constituting the initial Board of Directors shall be six (6), and the names and addresses of the persons who are to serve as the initial officers and Directors are as follows:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Robert D. Keller, Ph.D.	President/ Director	72 South Main Street Jasper, Georgia 30143
Phil M. Landrum, III	Director	95 Stegall Drive Jasper, Georgia 30143
Fred Ziegler, Ph.D.	Director	8747 Old Highway 13 Hurricane Mills, Tennessee 37078
Joseph C. Skalski, CPA	Secretary/ Treasurer/ Director	6849 Peachtree Dunwoody Road Building A-2 Atlanta, Georgia 30328
Gary Hammond	Director	1302 Bull Gap Road Talking Rock, Georgia 30175
Walter C. Ernest, IV	Vice President/ Director	101 Marilyn Avenue Fairhope, Alabama 36532

**Emerald Coast Conservancy, Inc.  
Attachment to Articles of Incorporation**

**Exhibit B  
Additional Provisions**

**ARTICLE VIII  
PURPOSES**

Section 1. **Purposes.** The purposes for which the Corporation is organized are:

(a) To promote, for the benefit of the general public, the preservation and improvement of critical natural resources throughout the Gulf Coast states;

(b) To receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under § 501(c)(3) of the Internal Revenue Code as it now exists or as it may hereafter be amended ("Code") and the Treasury Regulations as they now exist or may hereafter be amended (the "Regulations").

Section 2. **Restrictions.** No part of the net earnings of the Corporation shall inure to the benefit of any Director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no Director, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of 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 (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. Under no circumstances shall the Corporation make loans to officers and Directors.

Section 3. **Exempt Purposes Only.** Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under § 501(c)(3) of the Code and its Regulations, or by an organization to which contributions are deductible under § 170(c)(2) of the Code and Regulations.

Section 4. **Dissolution.** Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed as set forth in Article X.

**ARTICLE IX  
POWERS**

As a means of accomplishing the foregoing purposes, the Corporation shall have the following powers, in addition to the general powers provided by statute:

(a) To accept, acquire, receive, take, and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature or description and wherever situated.

**Emerald Coast Conservancy, Inc.**  
**Attachment to Articles of Incorporation**

(b) To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the Corporation may require, subject to such limitations as may be prescribed by law.

(c) To borrow money, and from time to time, to make, accept, endorse, execute, and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the Corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the Corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights or privileges of the Corporation, wherever situated, whether now owned or hereafter to be acquired.

(d) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its Board of Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of § 501 of the Code and Regulations.

(e) The Corporation shall have the power to make payments for the purposes of the Corporation herein referred to out of either the principal or the income of the Corporation, and to accumulate income from the property in its possession as such, provided that such accumulations are not unreasonable in amount, duration, use or investment, to such an extent that such accumulations result in a denial to the Corporation of exemption under § 501(c)(3) of the Code and its Regulations, or a denial to the Corporation of the benefits of exemption from the payment of income taxes as provided under any applicable laws and statutes of the United States, whether now in effect or hereafter adopted.

(f) In general, and subject to such limitations and conditions as are or may be prescribed by law, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, subject to the further limitation and condition that, notwithstanding any other provisions of these Articles of Incorporation, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the Corporation and as may be exercised by an organization exempt under § 501(c)(3) of the Code and its Regulations and by an organization to which contributions are deductible under § 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

**ARTICLE X**  
**DURATION**

The duration of this Corporation shall be perpetual. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, literary or educational organizations which would then qualify under the provisions of § 501(c)(3) of the Code and its Regulations.

**ARTICLE XI**  
**MEMBERS**

The Corporation shall have no members.

**Emerald Coast Conservancy, Inc.**  
**Attachment to Articles of Incorporation**

**ARTICLE XII**  
**DIRECTORS**

Section 5. Powers. The corporate powers shall be exercised by the Board of Directors, except as otherwise provided by statute, by the Articles of Incorporation, or by Bylaws hereafter adopted, and any amendments to the foregoing. The number of Directors of the Corporation shall never be less than three (3) and shall be elected for such term and in such manner as the Bylaws shall prescribe. Any member of the Board of Directors may be removed at any time and without assigning any cause therefor, by the affirmative vote of a majority of the remaining Directors, as provided in the Bylaws, and written notification of such removal to such Director so removed, who shall, forthwith upon receipt of such notice, be considered as removed from the Board of Directors.

Section 6. Action by Unanimous Consent. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting if, prior to such action, a written consent thereto is signed by all members of the Board or of such committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee. Any such written consent shall have the same force and effect as a resolution, duly resolved at a meeting of the Board or of such committee.

Section 7. Amendment of Bylaws. In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors is expressly authorized to make and alter the Bylaws of this Corporation.

Section 8. Additional Powers. The Corporation may, in its Bylaws, confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon it by statute.

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**15 JUL -9 AM 8:06**  
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**TALLAHASSEE, FLORIDA**