

N 960000001803

Requestor's Name

P.O. Box 10127

Address

Tallahassee, FL 32302

City/State/Zip

Phone #

(904) 224-0900

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

FILED
36 APR -3 PM 12:25
TALLAHASSEE, FLORIDA

☒ Walk in

☐ Pick up time _____

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

| NEW FILINGS | |
|-------------------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input checked="" type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|--|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

RECEIVED
96 APR -3 AM 11:16
DIVISION OF CORPORATION

4143-7447
96-0604
4396



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 3, 1996

SARAH T. REID
P.O. BOX 10127
TALLAHASSEE, FL 32302

SUBJECT: FRIENDS OF THE AQUIFER, INC.
Ref. Number: W96000007147

We have received your document for FRIENDS OF THE AQUIFER, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

In reviewing our records, we note there is a(n) FREINDS OF THE AQUIFIER, INC., Document number N50326, in existence.

Because of the similarities between the existing corporation and the one you are now seeking to file with us, and because it is our duty to assure that all fees due this office in accordance with section 607.0130(2)(c), Florida Statutes, are collected, we are returning the articles of incorporation unfiled and must request you return the existing corporation to good standing by completing the enclosed reinstatement application and submitting it with the appropriate fees.

The fees to reinstate the corporation are as follows: \$175 reinstatement fee, \$61.25 filing fee per year for the years 1993 through the current year, \$138.75 supplemental fee for the years 1992 forward. The total fee to file the reinstatement is \$420.00, therefore, there is a balance of \$297.50 due. Add an additional \$8.75 for each certificate of status requested.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6933.

Dana Farmer
Document Specialist

Letter Number: 696A00015215

**ARTICLES OF INCORPORATION
OF
FRIENDS OF THE AQUIFER, INC.**

FILED
96 APR -3 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE

NAME

The name of the Corporation is: Friends of the Aquifer, Inc.

ARTICLE TWO

PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of its principal and registered office in the state of Florida is 1950 North Point Blvd., Suite 503, in the City of Tallahassee, County of Leon. The mailing address for the Corporation is Post Office Box 10127, Tallahassee, Florida 32302. The name of its registered agent at such street address is Sarah T. Reid.

ARTICLE THREE

PURPOSE

The nature of the business or purposes to be conducted or promoted is to conserve and protect Florida's endangered and threatened species, including species of special concern; to conserve and protect Florida's pristine ecosystem, including endangered and threatened plant life, wetlands, and the Florida Everglades; to conserve and protect Florida's ground water and aquifers; and to engage in any lawful act or activity for which corporations may be organized under the Florida Not For Profit Corporation Act.

ARTICLE FOUR

MEMBERSHIP

The qualifications for membership, the rights of members, and the eligibility for membership shall be established from time to time by the bylaws of the Corporation.

ARTICLE FIVE

INCORPORATOR

The name and mailing address of the incorporator is: Sarah T. Reid, Post Office Box 10127, Tallahassee, Florida 32302.

ARTICLE SIX

EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE SEVEN

MANAGEMENT

Subject to the provisions of the laws of the State of Florida, the following provisions are adopted for the management of the business and for the conduct of the affairs of the Corporation, and for defining, limiting, and regulating the powers of the Corporation, the directors, and the members:

- a. The books of the Corporation may be kept outside of the State of Florida at such place or places as may from time to time be designated by the Board of Directors.
- b. The business of the Corporation shall be managed by its Board of Directors; and the Board of Directors shall have power to exercise all the powers of the Corporation, including (but without limiting the generality hercof) the power to create mortgages upon the whole or any part of the property of the Corporation, real or personal, without any action of or by the members, except as otherwise provided by statute or by the bylaws.
- c. An increase in the number of directors shall be deemed to create a vacancy or vacancies in the Board of Directors, to be filled in the manner provided in the bylaws. Any director or any officer elected or appointed by the members or by the Board of Directors may be removed at any time, in such manner as shall be provided in the bylaws.
- d. The Board of Directors shall have power to make and alter the bylaws, subject to such restrictions upon the exercise of such power as may be imposed by the members in any bylaws adopted by them from time to time.
- e. The Board of Directors shall have the power, in its discretion, from time to time, to determine whether and to what extent and at what times and places and under

what conditions and regulations the books and accounts of the Corporation, or any of them, other than the stock ledger, shall be open to the inspection of members; and no stockholder shall have any right to inspect any account or book or document of the Corporation, except as conferred by law or authorized by resolution of the directors or of the members.

- f. The Corporation reserves the right to amend, alter, change, add to, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute; and all rights herein conferred are granted subject to this reservation.

ARTICLE EIGHT

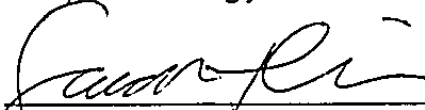
INDEMNIFICATION

- a. Except as provided below, the Corporation shall, to the greatest extent permitted from time to time by the law of Florida, indemnify any Director and any officer of the Corporation (including Directors and officers who serve at its request as Directors, officers, employees or other agent of another organization or who serve at its request in any capacity with respect to any employee benefit plan) against expenses, including attorney's fees, and against the amount of any judgement, money decree, fine, or penalty, or against the amount of any settlement deemed reasonable by a decision of the Corporation, necessarily paid or incurred by such person in connection with or arising out of any claim made against, or any civil or criminal action, suit or proceeding of whatever nature brought against such person by reason of being or having been such a Director or officer. Such indemnification shall apply even though at the time of such claim, action, suit or proceeding such a person is no longer a Director or officer of the Corporation.
- b. No indemnification shall be provided for any person with respect to any matter as to which such person shall have been adjudicated in any proceeding not to have acted in good faith and in the reasonable belief such person's action was in the best interests of the Corporation or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or the beneficiaries of such employee benefit plan. If such person has not been so adjudicated, such person shall be entitled to indemnification unless, and to the extent only that the qualification of this sentence is required by law to be maintained in the bylaws of the Corporation, the Corporation decides that such person did not act in good faith and in the reasonable belief that such person's action was in the best interests of the Corporation or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan. Any

determination by the Corporation that a Director did not so act in good faith or in the reasonable belief that such person's action was in the best interests of the Corporation or, where relevant, the participants or beneficiaries of an employee benefit plan, shall require the agreement of seventy-five (75%) percent of the Directors then in office expressed in a vote specially called for the purpose of making such a determination. Expenses reasonably incurred in defending any claim, action, suit or proceeding described in the preceding paragraph may, if the Corporation so decides, be advanced by the Corporation prior to final disposition thereof upon receipt of an undertaking by the recipient to repay all such advances if it is ultimately determined, by adjudication or otherwise as provided herein, that such person is not entitled to indemnification.

- c. For purposes of this section, in reaching a decision as to whether an officer of Director is entitled to indemnification as proved herein, the Directors then in office may, at the expense of the Corporation, obtain an opinion in writing of independent legal counsel to the effect that such Director or officer appears to have acted in good faith and in the reasonable belief that his other action was in the best interests of the Corporation.
- d. Any rights of indemnification hereunder shall not be exclusive, shall be in addition to any other right which a Director or officer may have or obtain, and shall accrue to such person's estate.
- e. Any agent or employee of or for the Corporation may be indemnified in such manner as the Board of Directors decides.

I, THE UNDERSIGNED, the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the Florida Not For Profit Corporation Act, hereby declare and certify that this is my act and deed, and the facts herein stated are true to the best of my knowledge and belief, and accordingly have hereunto set my hand this 2nd day of April, 1996.



SARAH T. REID
Incorporator

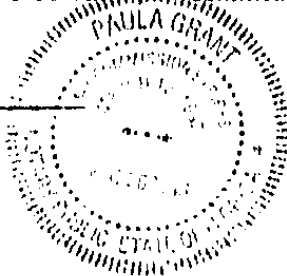
STATE OF FLORIDA

COUNTY OF LEON

The foregoing instrument was acknowledged before me on this 3 day of April, 1996, by SARAH T. REID, as Incorporator for Friends of the Aquifer, Inc., who has produced Florida Driver's License Number R300-798-68-729, and identification.



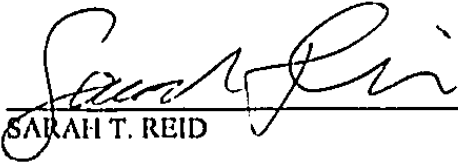
Notary Public
State of Florida at Large



DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

SARAH T. REID, designated by FRIENDS OF THE AQUIFER, INC., as its Registered Agent, does hereby accept such appointment and does agree to serve as the Corporation's Registered Agent to accept services of process within this state. The undersigned is familiar with, and accepts, the obligations of that position.

DATED this 3 day of April, 1996.


SARAH T. REID

FILED

96 APR -3 PM 12:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA