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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS  
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STATE OF FLORIDA  
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TALLAHASSEE, FL 32399

FROM: CARLTON, FIELDS OF WEST PALM BEACH  
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DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION

NAME: LOXAHATCHEE PRESERVE NATURE CENTER, INC.

FAX AUDIT NUMBER: H96000006568

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EFFECTIVE DATE  
5/6/96

FILED  
96 MAY -8 PM 6:12  
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TALLAHASSEE, FLORIDA

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96 MAY -8 PM 4:42

RECEIVED

**ARTICLES OF INCORPORATION  
OF**

**LOXAHATCHEE PRESERVE NATURE CENTER, INC.**

FILED  
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1995

The undersigned subscribers, for purposes of forming a corporation not for profit under Chapter 617 of the laws of the State of Florida, hereby subscribe to, acknowledge and file the following Articles of Incorporation.

**ARTICLE I**

Name and Address of Principal Office

EFFECTIVE DATE  
5/6/96

The name of the corporation shall be **LOXAHATCHEE PRESERVE NATURE CENTER, INC.**

The principal office of the corporation is located at 8764 Northlako Boulevard, West Palm Beach, Florida 32493.

**ARTICLE II**

Duration

This corporation shall commence existence on the date of the execution and acknowledgment of these Articles if permitted by law; if not, then on the date of filing. This corporation shall exist perpetually thereafter, unless sooner dissolved according to law.

**ARTICLE III**

Purposes

The purpose, general nature and objectives of this corporation are:

1. To support the activities of the Loxahatchee Preserve Nature Center, Inc. (the "Center"), an environmental education facility focusing on the study and research of nature habitat of the Everglades/Loxahatchee Slough ecosystems with an emphasis on

PREPARED BY: LYNDA J. HARRIS, ESQ.  
CARLTON, FIELDS, WARD, EMMANUEL, SMITH & CUTLER, P.A.  
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P. O. BOX 150  
WEST PALM BEACH, FLORIDA 33402  
FLORIDA BAR NO: 462144

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sustainable water resources, which Center is owned by the City of West Palm Beach, operated by the West Palm Beach Utilities Department, and located in the West Palm Beach Water Catchment Area, Palm Beach County, Florida (the "Catchment Area"). The Catchment Area is established by an act of the Florida Legislature in accordance with Chapter 67-2169, Laws of Florida.

2. To develop and implement quality environmental education programs for the Center to establish communications between people and environmental resources and to foster sustainability and stewardship of the ecosystem, which programs shall include, without limitation:

- A. Fostering individual action toward water conservation.
- B. Providing opportunities to interact with and encounter the ecosystem.
- C. Focus on water supply, water resources and sustainable management practices.
- D. Establishing a connection between the resource and the aesthetic, economic and ecological benefits to the individual person.
- E. Providing hands-on and multi-sensory opportunities in an outdoor learning laboratory at the Center.
- F. Allowing individuals to immerse themselves in wetlands, experience tranquility and quiet; a place where they can come in, get their feet wet and wade in the "wild" Florida.
- G. Continue existing Center wetlands program for sixth grade students and expand the program to all students.

3. To develop a Master Comprehensive Plan for the operation and growth of the Center, including educational activities, programs, fee structure for the Center's membership, development of Center facilities, and interaction with area environmental conservation programs and park and recreational facilities addressing wetland concerns, the ecosystem and water resources.

4. To develop and present lecture series on the environment, water resources, wetlands, aquariums, hiking, weather, astronomy, camping, etc.

5. To develop and implement adult/family education programs including, without limitation, canoe trips, "adult" education programs, seniors "adult" education

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programs, tours, family canoe trips, canoe/camping trips, campfire programs, aquatic programs, etc.

6. To develop and implement multi-sensory, video/audio tapes, braille, multi-lingual, handicapped access to all areas/programs.

7. Fundraising to raise funds to support the Center and to provide the above described activities as well as other programs or activities the corporation may elect to participate in, including, without limitation, the following:

- A. Contracts with teachers and consultants for the various educational and recreational programs identified above.
- B. Provide teachers with curriculum materials, etc.
- C. Develop an interactive computer program based on the ecosystem.
- D. Purchase of computers and software, tables, chairs, microscopes, study centers, aquariums, etc. for Center laboratory programs.
- E. Publication for a monthly newsletter for students, educators, visitors and the general public.
- F. Capital development of infrastructure including, without limitation, buildings, native shelters, trails, walkways and docks.
- G. Community programs for volunteer services.
- H. Endowments for maintenance.

The corporation shall be organized and operated exclusively for charitable purposes in accordance with the requirements of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue rule or regulation), and shall be subject to the following requirements:

(1) 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.

(2) No 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

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participate in or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(3) Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue rule or regulation); or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code as it now exists or as it may hereafter be amended.

(4) All assets of the corporation are permanently dedicated to the exempt purposes of Section 501(c)(3) of the Internal Revenue Code.

The corporation is organized pursuant to the Florida Non-Profit Corporation Act, F.S. Chapter 617, for non-profit purposes and does not contemplate pecuniary gain or profit to the members thereof.

#### ARTICLE IV

##### Incorporators

The name and residence of the subscriber to these Articles of Incorporation is W. Erik Olson, 200 Second Street, 5th Floor, West Palm Beach, Florida 33401.

#### ARTICLE V

##### Membership

This is a non-membership corporation.

#### ARTICLE VI

##### Management of Corporate Affairs

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The corporation shall have at least nine (9) directors and not more than twenty (20) directors at all times. The Directors shall be required to be members of the corporation.

The names and addresses of the persons constituting the first Board of Directors who are to act in that capacity until the selection and qualification of their successors are set forth in Exhibit "A" attached hereto and incorporated herein.

The Directors shall be elected in accordance with the bylaws of the Corporation.

B. Elective Officers. The officers of this corporation shall be a president, vice president, secretary and treasurer. Other offices and officers may be established or appointed by the Board of Directors of this corporation. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the bylaws.

The officers who are to serve until the first election of officers under the Articles of Incorporation are set forth in Exhibit "B" attached hereto and incorporated herein.

#### ARTICLE VII

##### Location of Registered Agent

The name and address of this corporation's initial registered agent is W. Erik Olson, 200 Second Street, 5th Floor, West Palm Beach, Florida 33401.

#### ARTICLE VIII

##### Bylaws

Bylaws will be hereinafter adopted by the Board of Directors. Such bylaws may be amended, altered, rescinded or repealed, in whole or in part, by the Board of Directors in the manner provided therein. Any amendments to the bylaws shall be binding on all officers and directors of this corporation.

#### ARTICLE IX

##### Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of the Directors for their vote. Amendments may be adopted by a vote of two-thirds (2/3) of the Directors of the corporation.

#### ARTICLE X

##### Indemnification and Limitation of Liability

The corporation shall indemnify any officer or director, or any former officer or director of the corporation, to the full extent permitted by law. The private property of any officer or

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director of the corporation shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent whatsoever.

**ARTICLE XI**

**Dissolution**

In the event the corporation is dissolved within the State of Florida and ceases to exist for the stated purposes, such Certificate of Dissolution shall be filed with the Secretary of State according to the Florida Statutes for dissolving a non-profit corporation. Upon such dissolution the board of Directors shall, after paying or making provisions for payment of all liabilities of the corporation, dispose of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organizations organized and operating exclusively for charitable, education, religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Rule or Regulation) and which is organized for purposes substantially similar to that of the corporation.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the corporation hereinbefore named, for the purpose of forming a corporation not for profit for the purpose of operating within and without the State of Florida, under the laws of the State of Florida (specifically Part I of Chapter 617), makes and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true this 6 day of May, 1996.

  
W. ERIK OLSON

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.

  
W. ERIK OLSON

FILED  
MAY - 8 1996  
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STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of May, 1996,  
by W. BRIK OLSON. He (please check as applicable) /  / is personally known to me, or  
has produced /          / her          (state) driver's license, or /          / her           
         (type of identification) as identification, and did not take an oath.



ARLYDIA P. BROWN  
MY COMMISSION # 03 216782 EXPIRES  
July 21, 1998  
BOUNDED TO HOLD THEIR FIRM INSURANCE, INC.

Arlydia P. Brown  
(Signature)

(NOTARIAL SEAL)

\_\_\_\_\_  
(Printed Name)  
NOTARY PUBLIC, STATE OF \_\_\_\_\_  
\_\_\_\_\_  
(Commission Expiration Date)  
\_\_\_\_\_  
(Serial Number, If Any)



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5- 0-00 : 4:02PM : CARLTON FIELDS WPR-

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EXHIBIT "A"

DIRECTORS

Pat Gleason  
1131 N. Palmway  
Lake Worth, Florida 33460

Lesley Smith  
1021 N. Ocean Boulevard  
Palm Beach, Florida 33480

Lenh Schad  
1628 Boardman Road  
Mangonia Park, Florida 33407

Steve Bass  
Gunbo Limbo Nature Center  
1801 North Ocean Boulevard  
Boca Raton, Florida 33432

Roy King  
3301 Gunclub Road  
West Palm Beach, Florida 33406

Jodi Rivers  
6 Turtle Creek Drive  
Tequesta, Florida 33469

Allen Trefry  
14939 Palmwood Road  
Palm Beach Gardens, Florida 33410

Seymour Miller  
Audubon Society of the Everglades  
197 Stratford Road  
West Palm Beach, Florida 33417-1602

Clarence Anthony  
CH2M Hill, 777 South Flagler Drive  
West Tower, 8th Floor  
West Palm Beach, Florida 33402

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5- 0-00 : 4:03PM : CARLTON FIELDS WPB+

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Jool Daves  
105 S. Narcissus  
Suite 412, Citizen's Building  
West Palm Beach, Florida 33401

Terri Collins  
802 S. Federal Highway  
Lake Worth, Florida 33460

Ellen Axelsen  
139 SE 7th Avenue #5  
Delray Beach, Florida 33483

E. Anthony Newton  
c/o Island National Bank and Trust  
180 Royal Palm Way  
Palm Beach, Florida 33480

Patrick Painter  
12887 Raymond Drive  
Loxahatchee, Florida 33470

John S. Street  
2700 6th Avenue South  
Lake Worth, Florida 33461

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**EXHIBIT "B"**

**OFFICERS**

<b>President</b>	<b>Pat Gleason 1131 N. Palmway Lake Worth, Florida 33468</b>
<b>Vice President</b>	<b>Steve Bass Gumbo Limbo Nature Center 1801 North Ocean Boulevard Boca Raton, Florida 33432</b>
<b>Secretary</b>	<b>Ellen Axelsen 139 SE 7th Avenue #5 Delray Beach, Florida 33483</b>
<b>Treasurer</b>	<b>Terri Collins 802 S. Federal Highway Lake Worth, Florida 33460</b>

**FILED**  
96 MAY -8 PM 6:13  
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TALLAHASSEE FLORIDA