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TRANSMITTAL LETTER

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

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-03/10/99--01048--002  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: Apalachicola Bay and Riverkeeper, 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

RECEIVED

99 MAR 10 AM 10:22

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FROM: Susan Anderson  
Name (Printed or typed)

Rt. 1, Box 81-A  
Address

Lamont, Florida 32336  
City, State & Zip

850-997-1001  
Daytime Telephone number

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 MAR 10 AM 10:38

FILED

**ARTICLES OF INCORPORATION**  
**OF**  
**APALACHICOLA BAY AND RIVER KEEPER, INC.**  
**A Florida Corporation not for profit**

**FILED**  
99 MAR 10 AM 10:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE 1**  
**NAME**

The name of the corporation is: Apalachicola Bay and River Keeper, Inc.

**ARTICLE 2**  
**DURATION**

The duration of this corporation is perpetual. The date and time of commencement of the corporate existence is the time of filing of the articles of incorporation by the Department of State of the State of Florida.

**ARTICLE 3**  
**GENERAL PURPOSES**

The general nature of the corporation shall be:

1. To operate exclusively for charitable and educational purposes, namely to promote the work of Apalachicola Bay and River Keepers Committees as they:

a) Advocate for and secure the protection and stewardship of the Apalachicola River, its tributaries, watershed, and the adjacent inland coastal waters of St. Vincent Sound, Apalachicola Bay, St. George Sound, and Alligator Harbor, here and after called the Apalachicola River and Bay System, in order to improve and maintain its environmental integrity and to preserve the natural, scenic, recreational and commercial fishing character.

b) Actively use advocacy, education, research, communication, cooperation, monitoring and legal action to protect and preserve the Apalachicola River, Apalachicola Bay, St. George Sound, St. Vincent Sound, Alligator Harbor and the adjacent contributing watersheds.

c) Provide community assistance with resolving conflicts that arise from instances of concern over competing interests in uses that affect the Apalachicola River and Bay System.

d) Sponsor public forums and educational and consciousness raising activities related to improving understanding of natural systems.

- e) Advocate policies that enhance protection of natural systems.
- f) Promote personal responsibility in maintaining the environmental integrity of the Apalachicola River and Bay and its watershed and encourage respect for the system and the people who rely on it for their livelihood.
- g) Assist media to better understand and articulate issues and positions that affect the protection and natural functions of the River and Bay.
- h) Monitor water and ecological quality within the entire watershed and investigate threats posed by industrial, commercial, governmental, and individual sources of point and non-point source pollution.
- i) Network and coordinate the activities of individuals and organization and publicize pertinent information about threats and other happenings within the watershed.
- j) Litigate to stop unsound environmental or land use projects, regulations and policies.
- k) Develop educational materials and conduct educational programs on all aspects of the resource, including how to monitor, investigate and challenge threats to water quality and share our knowledge with citizens across Florida and the nation who are working to protect their water bodies.
- l) Review existing and proposed environmental and land use programs and challenge those that contribute to the degradation of the resource.
- m) Review existing and proposed local, state and federal legislation concerning the resource and develop educational materials and model legislation that will achieve the goal of protecting the Apalachicola River and Bay.
- n) Provide a vital and productive community service.

2. No substantial part of the activities of the corporation shall be carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. 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) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

3. To employ, contract for, or otherwise obtain the services of agents to preform all

services required in connection with the carrying out of its aforesaid purposes.

4. To borrow money, to contract debts when necessary to the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue, from time to time, bonds, promissory notes, Bills of Exchange, debentures, and other obligations and evidences of indebtedness, secured or unsecured, payable at a specified time or times, or payable upon the happening of a specified event or events, for monies borrowed. Or in payment for property acquired, or for any of the other objects or purposes of the corporation.

5. To have one or more offices, and to conduct its business and promote its objectives within the State of Florida without restriction as to place or manner.

6. To sell, convey mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property, rights, privileges, franchises and other assets.

7. To purchase, take, receive, subscribe for, or otherwise acquire, hold, vote, use employee, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with shares and other interests or obligations of the United States, or any other government, state territory, governmental district, municipality or of any instrumentality thereof.

8. To purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real and personal property, or an interest therein, in its own right, as Trustee, or in any other fiduciary capacity, wheresoever situate.

9. To lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested.

10. To do all and everything necessary or appropriate for the accomplishment of any of its purposes or of any of its objects. The furtherance of the powers enumerated in its Charter or any amendment thereof, or necessary or incidental to the protection and benefit of the corporation, a principal, agent, Trustee, or otherwise.

11. To distribute its income for each tax year at such times and in such a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding section of any future federal tax code.

12. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

13. No part of the net earnings of the corporation shall inure to the benefit of, or be

distributable to, its trustees, officers or other private persons except that the corporation shall be authorized and empowered to pay a reasonable compensation for services rendered.

14. The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

15. The corporation will not make any investments in such a manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

16. The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, (or the corresponding provisions of any future United States Internal Revenue Law).

17. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such a manner, to such organization or organizations organized and operated exclusively for charitable, educational, 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 1986 (or the corresponding provisions of any future United States Internal Revenue law), as the Board of Directors shall determine.

#### **ARTICLE 4** **QUALIFICATION OF MEMBERS**

The qualification of the members of this corporation and the manner of their admission shall be as set forth in the by-laws of the corporation.

#### **ARTICLE 5** **PRINCIPAL OFFICE AND REGISTERED AGENT**

The street address of the principal office of the corporation is 1464 Bayberry Lane, St. George Island, Florida 32328. The name and address of the initial registered agent of the corporation is William B. Hartley , 1464 Bayberry Lane, St. George Island, Florida 32328.

**ARTICLE 6**  
**DIRECTORS**

The number of directors constituting the initial board of directors is seven (7) and the name and address of each person who is to serve as a member thereof are as follows:

1.     **Andy Smith, Esq.**  
       **Rt. 1, Box 637**  
       **Tallahassee, Florida 32312**
  
2.     **William B. Hartley**  
       **1464 Bayberry Ln.**  
       **St. George Island, FL 32328**
  
3.     **Susan Anderson**  
       **Rt. 1, Box 81-A**  
       **Lamont, Florida 32336**
  
4.     **Tom Adams**  
       **1440 Elm Court**  
       **St. George Island, FL 32328**
  
5.     **Jean B. McMillan**  
       **320 Patton Street**  
       **St. George Island, FL 32328**
  
6.     **Frank Venable**  
       **P. O. Box 997**  
       **Eastpoint, FL 32328**
  
7.     **Lloyd Summer**  
       **532 East Pine Street**  
       **St. George Island, FL 32328**

The number of directors may be changed from time to time by the by-laws, except that the number shall at no time be less than three. The directors shall be elected in the manner set forth in the by-laws.

**ARTICLE 7**  
**INCORPORATION**

The name and address of the incorporator of this corporation are as follows:  
**Susan Anderson**  
**Rt. 1, Box 81-A**  
**Lamont, Florida 32336**

**ARTICLE 8**  
**INDEMNIFICATION**

The corporation shall indemnify any Officer, Director, or any former officer or director, to the full extent permitted by law.

**ARTICLE 9**  
**AMENDMENT TO ARTICLES OF INCORPORATION**

The corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation by a majority vote of all members voting in a duly noticed election to amend the articles of the corporation and all rights conferred upon the members herein are granted subject to this reservation. Upon such approval, such amendment shall be forwarded to the Secretary of State of the State of Florida and approved by such office before the same shall become effective.

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute and acknowledge these articles this 10<sup>th</sup> day of March, 1999.

Susan Anderson  
Susan Anderson, Incorporator

STATE OF FLORIDA  
COUNTY OF LEON

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of \_\_\_\_\_, 1999, by Susan Anderson who is personally known to me or has produced \_\_\_\_\_ as identification and has not taken an oath.

NOTARY PUBLIC:

Sign: \_\_\_\_\_

Print: \_\_\_\_\_

State of Florida At Large  
(Seal)

My Commission Expires:

Title/Rank: \_\_\_\_\_

Commission Number: \_\_\_\_\_

\*\*\*\*\*

I hereby accept the appointment as Registered Agent & agree to act in this capacity.

Wm B. Kelly  
Signature/Registered Agent

1/27/99  
Date

Susan Anderson  
Signature/Incorporator

1/27/99  
Date

99 MAR 10 AM 10:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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