

713554

V. JAMES HAGGART  
ATTORNEY AT LAW

December 23, 1998

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

98 DEC 28 AM 8:52

FILED

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

Re: Sanibel-Captiva Conservation Foundation, Inc.

700002729187--0  
-12/28/98-01073--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir or Madam:

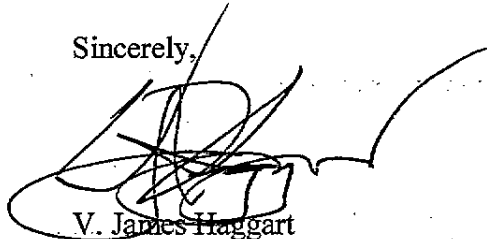
Enclosed for filing are the original and one copy of Amended and Restated Articles of Incorporation of Sanibel-Captiva Conservation Foundation, Inc.

Also enclosed is my check in the amount of \$35.00 to cover the filing fees.

When the document has been recorded, please return it to me at the address below.

If you have questions, please phone or fax me at the numbers shown below. Thank you.

Sincerely,



V. James Haggart

*Amend + Restated*  
*1-8-99*  
*cc*



**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**SANIBEL-CAPTIVA CONSERVATION FOUNDATION, INC.**

SECRETARIES  
TALLAHASSEE, FLORIDA  
98 DEC 28 AM 8:52  
FILED

1. **Name.** The name of the corporation shall be Sanibel-Captiva Conservation Foundation, Inc.
2. **Purposes.** The purposes for which this corporation is organized are as follows:
  - (a) To preserve natural resources and wildlife habitat on and around Sanibel Island and Captiva Island, Florida.
  - (b) To solicit and receive funds, gifts, endowments, donations, devises and bequests
  - (c) To exercise all the powers enumerated in Section 617.0302-671.0303, Florida Statutes, as they now exist or are subsequently amended or superseded, and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance of any of the powers hereinabove enumerated which are not in derogation of the laws of the State of Florida. This corporation is organized exclusively for public purposes as a not-for-profit corporation, and its activities shall be conducted for such purposes in such a manner that no part of its net earnings shall inure to the benefit of any member, director, officer or individual. In addition, the corporation shall be authorized to exercise all of the powers permitted non-profit corporations under Chapter 617, Florida Statutes.
  - (d) The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
  - (e) Notwithstanding any other provisions of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. The corporation may have one or more classes of members. The By-Laws shall contain provisions designating the class or classes of members and stating the qualifications and rights of members of each class.
3. **Term.** The existence of the corporation commenced on October 31, 1967. The corporation shall have perpetual existence.

**This Instrument Prepared By:**  
V. James Haggart  
12491 Coconut Creek Ct.  
Fort Myers, FL 33908

**4. Incorporators.** The name and addresses of each of the incorporators at the time the corporation was organized were as follows:

Mrs. Herbert Lewis	657 Fairmont Avenue
	St. Paul, Minnesota
Roy E. Bazire	Sanibel Island, Florida
Hervey Roberts	Captiva Island, Florida

**5. Officers.** The officers of the corporation shall consist of a President, Vice-President, Secretary and Treasurer, and such other officers may be provided for in the By-Laws of the corporation. The powers, duties, terms of office and manner of election of the officers shall be as set forth in the By-Laws of the corporation.

**6. Trustees.** The affairs of the corporation shall be managed by its Board of Trustees. There shall be not less than three Trustees. The number of Trustees, and their qualifications, powers, duties, method of election, and terms of office shall be as set forth in the By-Laws of the corporation.

**7. By-Laws.** The Board of Trustees has adopted the initial By-Laws, and shall have the power to alter, amend or repeal the By-Laws, or adopt new By-laws.

**8. Amendments.** Amendments to these Articles of Incorporation may be proposed by any Trustee of the corporation, and shall be adopted by the affirmative vote of not less than two-thirds of the members of the Board of Trustees.

**9. Principal Office and Mailing Address.** The principal office of the corporation is at 3333 Sanibel-Captiva Road, Sanibel, Florida, and its mailing address is P.O. Box 839, Sanibel, Florida 33957-0839.

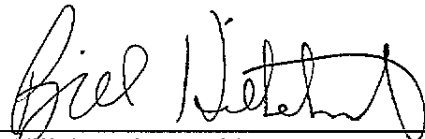
**10. Registered Office and Registered Agent.** The Registered Office within the State of Florida and the Registered Agent of the corporation at that address shall be: Erick Lindblad, 3333 Sanibel-Captiva Road, Sanibel, Florida 33957. By his signature below, said Registered Agent accepts the obligations provided in Section 607.0505 of the Florida Statutes.

**12. Limitations.** No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

**13. Dissolution.** Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of its assets to one or more organizations then an exempt organization within the meaning of 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 Trustees shall determine. Any such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Dated October 21, 1998

  
\_\_\_\_\_  
Bill Hillebrandt, President

CERTIFICATE

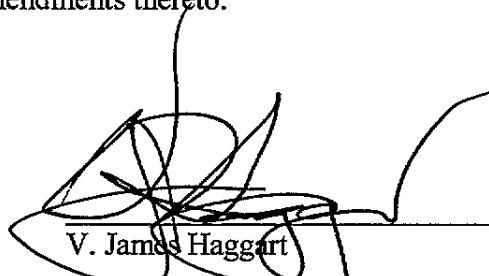
I, V. JAMES HAGGART, do hereby certify that I am the duly elected, qualified and acting Secretary of Sanibel-Captiva Conservation Foundation, Inc., a not for profit corporation organized and existing in good standing under the laws of the State of Florida. I further certify that:

The foregoing Amended and Restated Articles of Incorporation were adopted by the unanimous vote of the Board of Trustees of said corporation at a duly called and convened regular meeting of said Board of Trustees held on October 21, 1998, at which a quorum was present.

The foregoing Amended and Restated Articles of Incorporation contain amendments to the articles of incorporation of said corporation. No amendment requires approval of the members of the corporation.

The foregoing Amended and Restated Articles of Incorporation supersede the original articles of incorporation of said corporation, and all amendments thereto.

Dated October 21, 1998.

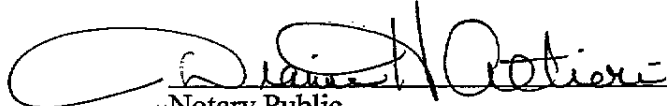
  
\_\_\_\_\_  
V. James Haggart

STATE OF FLORIDA

COUNTY OF LEE

The foregoing Certificate was acknowledged before me at Sanibel, Florida this 21<sup>st</sup> day of October, 1998 by V. JAMES HAGGART, Secretary of Sanibel-Captiva Conservation Foundation, Inc., who is personally known to me.

NOTARY PUBLIC  
STATE OF FLORIDA  
DIANNE H. ALTIERI  
COMMISSION # CC 650940  
EXPIRES MAY 27, 2001  
BONDED THRU  
ATLANTIC BONDING CO., INC.

  
Notary Public

[SEAL]

My Commission Expires: 5-27-2001

ACCEPTANCE OF REGISTERED AGENT

I hereby certify that I am familiar with and accept the duties and responsibilities of Registered Agent for Sanibel-Captiva Conservation Foundation, Inc.

Dated October 21, 1998.

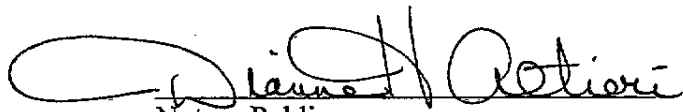
  
Erick Lindblad

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of October, 1998 by ERICK LINDBLAD, who is personally known to me.

NOTARY PUBLIC  
STATE OF FLORIDA  
DIANNE H. ALTIERI  
COMMISSION # CC 650940  
EXPIRES MAY 27, 2001  
BONDED THRU  
ATLANTIC BONDING CO., INC.

  
Notary Public

[SEAL]

My Commission Expires: 5-27-2001