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FRIENDS OF THE EVERGLADES, INC.

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*Amended
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June 11, 2019

FLORIDA DEPARTMENT OF STATE

Division of Corporations

FRIENDS OF THE EVERGLADES, INC.
11767 SOUTH DIXIE HWY. #232
MIAMI, FL 33156

SUBJECT: FRIENDS OF THE EVERGLADES, INC.
REF: 718554

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STATE OF FLORIDA
DIVISION OF CORPORATIONS

FAX AUDIT NO. H19000178576 3

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FRIENDS OF THE EVERGLADES, INC.
(A Not For Profit Corporation)**

These Amended and Restated Articles of Incorporation, which did not require member approval pursuant to Article X of the corporation's original Articles of Incorporation and Florida law, were approved by the Board of Directors on May 28, 2019 pursuant to the provisions of Sections 617.1006 and 617.1007 of Chapter 617, Florida Statutes (Not for Profit), and the number of votes cast was sufficient for approval:

**ARTICLE I
NAME**

The name of the corporation is **Friends of the Everglades, Inc.**

**ARTICLE II
PRINCIPAL OFFICE ADDRESS AND MAILING ADDRESS**

The principal office address of the corporation is: 900 SE Federal Hwy
Suite 323
STUART, FL 34994

The principal mailing address of the corporation is: 11767 South Dixie Highway
Suite 232
Miami, Florida 33156

**ARTICLE III
PURPOSES AND POWERS**

Section 1. Purposes. The corporation is organized and shall be operated as a corporation not for profit exclusively for charitable and educational purposes, including for such purposes, but not limited to engage in charitable activities, within the meaning of Section 501(c)(3) and Section 170 of the Internal Revenue Code of 1986, as amended, and the applicable rules and regulations within (the "Code"), together with all other activities permitted by Chapter 617, the Florida Not for Profit Corporation Act, Florida Statutes (the "Act"), which further its exempt purposes, as specified therein; *provided, however*, that: (i) no part of the net earnings of the corporation shall inure to the benefit of any officer or director of the corporation or other individual; (ii) the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office; (iii) the corporation shall not conduct its business or affairs in such a manner as to discriminate against any person on the basis of race, color, religion, sex or age.

In addition to the general purposes set forth above, the corporation shall be more specifically organized and operated to preserve, protect and restore both the only Everglades in the world and the lands and bodies of water that are encompassed by the Greater Everglades Ecosystem. The corporation will undertake this mission through, among other efforts, education and research of water quality issues and will advance

FAX AUDIT NO. H19000178576 3

FAX AUDIT NO. H19000178576 3

awareness of water quality issues and issues affecting the Everglades and Greater Everglades Ecosystem throughout the State of Florida.

Section 2. Powers. The corporation's purposes, as herein stated, shall be carried out by its Board of Directors in a manner that will enable the corporation to qualify for and maintain its status as a corporation which is exempt from federal income taxation under Section 501(a) of the Code, as an organization described in Section 501(c)(3) of the Code and which is other than a private foundation by reason of being described in Sections 509(a)(1) or (2) of the Code. To this end, the corporation shall have all powers generally granted to not for profit corporations under Florida law.

ARTICLE IV - DIRECTORS

The Board of the Directors of the corporation shall be elected as provided in the Bylaws.

ARTICLE VI - DURATION

The duration of the corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

ARTICLE VII AMENDMENTS

These Articles of Incorporation may be amended by the affirmative vote of at least two-thirds (2/3) of the members of the Board of Directors present at any regular or special meeting provided proper notice of the changes to be made has been given and a quorum is present, or without a meeting if a consent in writing, signed by the number of Directors whose votes would be necessary to authorize such amendment at a meeting is filed in the minutes of the Corporation. Within ten (10) days after obtaining such authorization by written consent, notice summarizing the action shall be given to those Directors who have not consented in writing.

ARTICLE VIII REGISTERED OFFICE AND AGENT

The name of the registered agent of the corporation and the street address of the registered office of the corporation is:

Steven J. Henriquez CPA, LLC
5825 Sunset Drive, Suite 201
Miami, Florida 33143

The undersigned has executed these Amended and Restated Articles of Incorporation as of May 28, 2019.


Philip F. Kushlan, President

FAX AUDIT NO. H19000178576 3

FAX AUDIT NO. H19000178576 3

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That FRIENDS OF THE EVERGLADES, INC., desiring to organize under the laws of the State of Florida, has named Steven J. Henriquez CPA, LLC as its agent to accept service of process within this state, with its registered office at 5825 Sunset Drive, Suite 201, Miami, Florida 33143, as indicated in the Amended and Restated Articles of Incorporation.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for FRIENDS OF THE EVERGLADES, INC. at the place designated in the Amended and Restated Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Section 617.0503, Florida Statutes, relative to keeping open such office until such time as it shall notify the corporation of its resignation.

Dated: 6-5-19

STEVEN J. HENRIQUEZ CPA, LLC

By: 

Name: Steven J. Henriquez, CPA

Title: Managing Member

FAX AUDIT NO. H19000178576 3