

N000000003160

WOTITZKY, WOTITZKY, MIZELL, ROSS & GOLDMAN, P.A.

ATTORNEYS AT LAW

FILED

EDWARD L. WOTITZKY*
JOHN B. MIZELL**
HAL F. WOTITZKY***
WARREN R. ROSS****
JASON B. GOLDMAN
ERNEST W. STURGES, JR.
MELANIE HIGH TUTTLE

223 TAYLOR STREET

PUNTA GORDA, FLORIDA 33950-4412

(941) 639-2171

FAX (941) 639-8617

ENGLEWOOD: (941) 473-1700

MAY 10 PM 3:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*FL BAR BOARD CERTIFIED
REAL ESTATE LAWYER
**FL BAR BOARD CERTIFIED WILLS,
TRUSTS AND ESTATES LAWYER
***CERTIFIED MEDIATOR-
CIRCUIT AND FAMILY LAW
****FL BAR BOARD CERTIFIED
CITY, COUNTY AND LOCAL
GOVERNMENT LAWYER

FRANK WOTITZKY
LEO WOTITZKY
(OF COUNSEL)

May 5, 2000

Florida Secretary of State
Division of Corporations
P. O. Box 5588
Tallahassee, FL 32314

100003247081--6
-05/10/00--01096--001
*****78.75 *****78.75

Re: Friends of Charlotte Harbor Estuary, Inc.

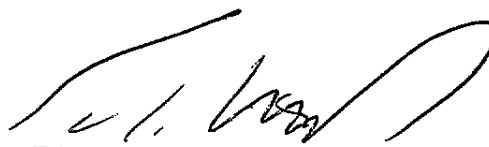
Dear Madame Secretary:

Enclosed please find original and copy of Articles of Incorporation and Certificate Designating Registered Agent. Please file the originals and have the copies certified. We are enclosing our check in the amount of \$78.75 to cover the filing fee.

Your assistance with this is very much appreciated.

Very truly yours,

WOTITZKY, WOTITZKY, MIZELL
ROSS & GOLDMAN, P.A.



Edward L. Wotitzky, Esq.

ELW/sjb
Enclosures

R 5/12/00

**ARTICLES OF INCORPORATION
OF
FRIENDS OF CHARLOTTE HARBOR ESTUARY, INC.**

(A corporation not for profit)
501(c)(3)

FILED
00 MAY 10 PM 3: 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves for the purpose of becoming incorporated as a nonprofit corporation under the laws of the State of Florida, and we do hereby subscribe to and adopt the following as our articles of incorporation:

ARTICLE I: NAME AND MAILING ADDRESS

The name of this corporation is FRIENDS OF CHARLOTTE HARBOR ESTUARY, INC. and its mailing address shall be 223 Taylor Street, Punta Gorda, Florida 33950.

ARTICLE II: DURATION

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE III: PURPOSES

The purposes for which this corporation is organized are exclusively charitable, educational and scientific and purposes within the meaning of I.R.C. Section 501(c)(3). Without limiting the generality of the foregoing, this corporation is formed for the purpose of developing and supporting educational, scientific, environmental and recreational projects in and surrounding the Charlotte Harbor NEP study area as same now exists or as same may, from time to time, be revised.

ARTICLE IV: MEMBERSHIP

The membership of this corporation shall consist of those persons as may hereafter be admitted to membership pursuant to the Bylaws of the corporation. Members may be classified into different categories.

**ARTICLE V: INITIAL REGISTERED OFFICE
AND INITIAL REGISTERED AGENT**

The street address of the initial registered office of the corporation is 223 Taylor Street, Punta Gorda, Florida. The name of the initial registered agent of the corporation is Edward L. Wotitzky.

ARTICLE VI: SUBSCRIBERS

The names and residences of the subscribers to this certificate are:

	<u>NAME</u>	<u>ADDRESS</u>
a.	Charles R. Walter	1285 Abner Street Port Charlotte, FL 33980
b.	Terry F. Hixson	27526 Tierra Del Fuego Circle Punta Gorda, FL 33983
c.	Alton L. Cheatham	10941 Burnt Store Road Punta Gorda, FL 33955

ARTICLE VII: OFFICERS

Section 1. The officers of the corporation shall be a president, a vice-president, a secretary, a treasurer, and such other officers as may be provided in the Bylaws, all of whom shall be elected by the Board of Directors of the corporation at its annual meeting.

Section 2. Officers of this corporation shall also be members of the Board of Directors.

Section 3. The names of the persons who are to serve as officers until the first election under these articles of incorporation are:

<u>OFFICE</u>	<u>NAME</u>
President	Charles R. Walter
First Vice President	Terry F. Hixson
Second Vice President	Edward J. Higby
Secretary	Edward L. Wotitzky
Treasurer	Alton L. Cheatham

ARTICLE VIII: BOARD OF DIRECTORS

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have sixteen (16) initial directors. The number of directors may be changed from time to time according to procedures set forth in the Bylaws, but shall never be less than three.

Section 2. The directors shall be members of the corporation.

Section 3. Members of the Board of Directors shall be elected or appointed and shall hold office in accordance with applicable provisions set forth in the Bylaws.

Section 4. The names and addresses of the initial Board of Directors, all of whom shall hold office until their successors are duly elected and qualified, are:

	<u>NAME</u>	<u>ADDRESS</u>
a.	Charles R. Walter	1285 Abner Street Port Charlotte, FL 33980
b.	Terry F. Hixson	27526 Tierra Del Fuego Circle Punta Gorda, FL 33983
c.	Edward J. Higby	P. O. Box 24330 Lakeland, FL 33802
d.	Edward L. Wotitzky	223 Taylor Street Punta Gorda, FL 33950
e.	Alton L. Cheatham	10941 Burnt Store Road Punta Gorda, FL 33955

ARTICLE IX: BYLAWS

The Board of Directors shall adopt such Bylaws for the conduct of its business and the carrying out of its purposes as it may deem necessary, and may from time to time amend, alter, or rescind the same by a simple majority vote of those present at a board meeting called for that purpose, or at a regular board meeting upon notice given, except as otherwise herein provided.

ARTICLE X: AMENDMENTS

These Articles of Incorporation may be amended by a two-thirds vote of the then seated Board of Directors at a special meeting of the Directors called for that purpose.

ARTICLE XI: DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making adequate provision for the payment of all of the liabilities of the corporation, distribute all of the remaining assets of the corporation to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, religious, educational, and/or scientific purposes and which has established its exempt status under I.R.C. Section 501(c)(3), or the corresponding provisions of any prior or future United States Internal Revenue Code. Any corporate 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 said purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes as this corporation is organized.

ARTICLE XII: INDEMNIFICATION

Every officer and director of this corporation shall be indemnified by the corporation against expenses and liabilities, including attorney's fees, reasonably incurred by or imposed on him or her in connection with a proceeding to which he or she is a party or in which he or she is involved because

of being or having been a director or officer of this corporation, or a settlement of such proceeding, whether or not he or she is a director or officer at the time the expenses are incurred, unless he or she is adjudged guilty of wilful misfeasance or malfeasance in the performance of his or her duties; but if the settlement is made, the indemnification applies only when the Board of Directors approves the settlement and reimbursement as being in the best interest of the corporation. This indemnification is in addition to and not exclusive of other rights to which the directors or officers are entitled.

ARTICLE XIII: PROHIBITED ACTIVITIES

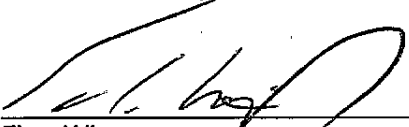
Section 1: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 2: No substantial 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 participate in, or intervene in, including the publishing or distribution of statements, any political campaign on behalf of any candidate for public office.

Section 3: Other provisions of these articles of incorporation notwithstanding, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under I.R.C. Section 501(c)(3) or by a corporation contributions to which are deductible under I.R.C. Section 170(c)(2) or the corresponding provisions of any future United States Internal Revenue Code.

IN WITNESS WHEREOF, we, the undersigned, being each of the subscribers to these articles, have executed these articles of incorporation, this 40 day of May, 2000.

Signed, Sealed and Delivered in the Presence of:




First Witness

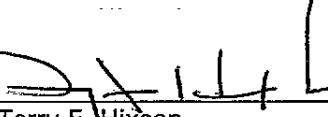
Edward L. Wolitzky
Printed Name of First Witness




Charles R. Walter



Second Witness
SANDRA J. BENKNER
Printed Name of Second Witness



Terry F. Hixson



Alton L. Cheatham

State of Florida
County of Charlotte

The foregoing Articles were acknowledged before me this 27th day of April, 2000, by CHARLES R. WALTER who is personally known to me or who produced _____ as identification.

My commission expires:



Edward L. Wotitzky
MY COMMISSION # CC816612 EXPIRES
April 25, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

[Signature]
Notary Public
Edward L. Wotitzky
Printed name of Notary

Serial or Commission Number

State of Florida
County of Charlotte

The foregoing Articles were acknowledged before me this 4th day of May, 2000, by TERRY F. HIXSON who is personally known to me or who produced _____ as identification.

My commission expires:



Sandra Morshon Benkner
MY COMMISSION # CC651240 EXPIRES
July 30, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

[Signature]
Notary Public

Printed name of Notary

Serial or Commission Number

State of Florida
County of Charlotte

The foregoing Articles were acknowledged before me this 28 day of April, 2000, by ALTON L. CHEATHAM who is personally known to me or who produced _____ as identification.

My commission expires:



Edward L. Wotitzky
MY COMMISSION # CC816612 EXPIRES
April 25, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

[Signature]
Notary Public

Printed name of Notary

Serial or Commission Number

CERTIFICATE DESIGNATING A REGISTERED AGENT AND FILED

REGISTERED OFFICE FOR THE SERVICE OF PROCESS MAY 10 PM 3: 28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

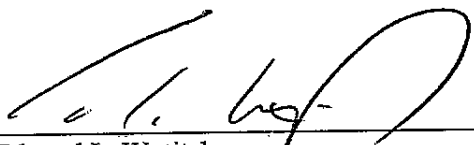
In compliance with § 48.091 Fla. Stat., the following is submitted:

FRIENDS OF CHARLOTTE HARBOR ESTUARY, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 223 Taylor Street, Punta Gorda, Charlotte County, Florida, has designated Edward L. Wotitzky, whose street address is 223 Taylor Street, Punta Gorda, Charlotte County, Florida 33950, as its agent to accept service of process within this state.

**FRIENDS OF CHARLOTTE HARBOR
ESTUARY, INC.**

ACCEPTANCE

Having been designated as agent to accept service of process for the above-named corporation, at the place stated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said law relative to same.



Edward L. Wotitzky