



Jeb Bush
Governor

N000000007657

Department of Environmental Protection

Marjory Stoneman Douglas Building
3900 Commonwealth Boulevard
Tallahassee, Florida 32399-3000

November 15, 2000

David B. Struhs
Secretary

FILED
00 NOV 16 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Mr. David Mann
Director
Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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Dear Mr. Mann:

This letter is to certify to you that Friends of Tomoka Basin Geopark, Inc. is a duly authorized citizen support organization which is under contract to provide support for the Division of Recreation and Parks in accordance with Section 258.015, F.S.

Pursuant to F.S. 617.0122, this
filing is exempt from any fees
when certified by the Dept. of
Environmental Protection.

Sincerely,

Fran P. Mainella, CPRP
Director
Division of Recreation and Parks
488-6131

FPM/pwb

Attachments

Judy Baggett GAVE
AUTHORIZATION BY PHONE TO
CORRECT Principal Office address to be same
as R.A.
DATE 11-16-00
DOC. EXAM J. B. [Signature]

RECEIVED
00 NOV 16 AM 11:59
DIVISION OF CORPORATION

"More Protection, Less Process"

Printed on recycled paper.

11-16

**ARTICLES OF INCORPORATION OF
FRIENDS OF TOMOKA BASIN GEOPARK, INC.
(a corporation not for profit)**

WE, the undersigned, with other persons being desirous of forming a corporation for charitable and educational purposes under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

**ARTICLE I
Corporate Name**

The name of this corporation is: Friends of Tomoka Basin GeoPark, Inc.

**ARTICLE II
Purposes**

This is a corporation not-for-profit organized exclusively for public charitable and educational purposes under Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code. Specifically this not-for-profit corporation is organized to function as a citizen support organization for that certain Florida State Park known as Tomoka Basin GeoPark, and any and all entities, properties, and areas which now or in the future are managed by or in conjunction with Tomoka Basin GeoPark (the GeoPark), in order to generate and create additional resources and support for, and in the best interest of, the GeoPark through events and activities, including, but not necessarily limited to the following: work for the preservation, protection, interpretation and promotion of the GeoPark; through special work projects, special programs, special events, outreach programs, educational activities and communications, special exhibits, interpretive programs, fund raising activities and events, guided tours, and additional activities or events which are designed to meet the needs of the GeoPark.

**ARTICLE III
Duration**

This corporation shall exist perpetually from and after the date on which these Articles are filed with the Department of State, unless sooner dissolved voluntarily or by law.

**ARTICLE IV
Management of Corporate Affairs**

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The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The Board of Directors shall be elected as set forth in the By-Laws of the Corporation.

The number of directors of this corporation shall be nine (9), provided however, that such number may be changed by a majority vote of the Board of Directors present and entitled to vote at a meeting, and further provided that there shall be not less than three (3) directors. The directors hereinafter named shall hold office until the first annual meeting, at which time new directors will be elected. The names and addresses of such initial directors are provided under Article XII.

ARTICLE V

Resident Agent and Office

The street address of the initial registered office is 2099 North Beach St., Ormond Beach, FL 32174, and the name of the initial registered agent at such address Charles Leffler. This is also Principal Office address.

ARTICLE VI

Membership

The Board of Directors of the Corporation shall have the power to admit members to the Corporation in such manner, subject to such qualifications, and upon such terms and conditions as may be provided from time to time in the By-Laws of the Corporation.

ARTICLE VII

Amendment of the By-Laws

By-Laws of the Corporation may be made, altered, rescinded or added to by a majority vote of the membership present and entitled to vote thereon any duly called general membership meeting of the Corporation upon 21 days notice of the proposed amendments.

ARTICLE VIII

Amendment of the Articles of Incorporation

Amendments to these Articles of Incorporation may be made by a majority vote of the membership present and entitled to vote at any duly called general membership meeting of the Corporation upon 21 days notice of the proposed amendments.

ARTICLE IX

Dedication of Assets

The property of this Corporation is irrevocably dedicated to educational and charitable purposes as set forth above, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE X Earnings and Activities of Corporation

(a) 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 in Article II hereof.

(b) 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.

(c) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation 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) or (2) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law.)

(d) Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of this Corporation.

ARTICLE XI Distribution of Assets

In the event of dissolution or other termination of the corporation, title to all of its assets shall vest in the Department of Environmental Protection of the State of Florida, or its successor, to be used exclusively for the purposes hereinabove set forth, if

being intended that no distribution or payment shall be made which will impair or destroy the tax exempt status of the corporation or which will result in the denial of tax exempt status to donations, contributions, legacies or dues received by this corporation to the extent that such tax exempt status shall be allowed under any applicable law or regulation.

ARTICLE XII

The names and residence addresses of the members of the initial Board of Directors of this Corporation are:

Board of Directors:

Jay Bushnell	155 Pinto Lane, Ormond Beach, FL 32174
Larry Marsh	4009 Calusa Lane, Ormond Beach, FL 32174
Brynn Newton	P.O. Box 1853, Ormond Beach, FL 32175
Charles Leffler	11 Cliffview Lane, Ormond Beach, FL 32174
Peter Voigt	4037 Acoma Drive, Ormond Beach, FL 32174
Bruce Piatek	4 Walnut Court, Ormond Beach, FL 32174
Lynn Byrne	1120 Northside Drive, Ormond Beach, FL 32174
Harold D. Cardwell, Sr.	1343 Woodbine St., Daytona Beach, FL 32114
Priscilla Cardwell	1343 Woodbine St., Daytona Beach, FL 32114

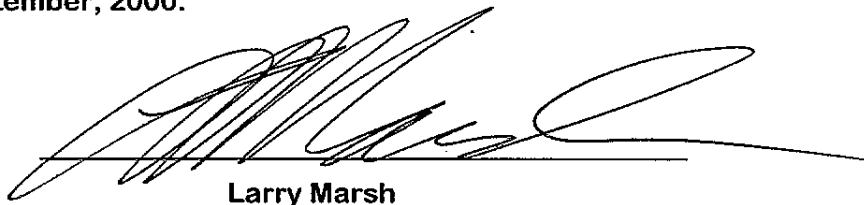
ARTICLE XIII

Undersigned Incorporator and Address

The name and address of the undersigned incorporator is Larry Marsh, 4009 Calusa Lane, Ormond Beach, FL 32174.

The undersigned incorporator has executed these Articles of Incorporation this

28th day of September, 2000.


Larry Marsh

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 28th day
of Sept., 2000, by Larry D. Marsh who is personally known to me
or has produced _____ as identification.



Susanne B. Norman
MY COMMISSION # CC936382 EXPIRES
May 15, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

NOTARY PUBLIC:

Sign: Susanne B. Norman
Print: _____

State of Florida At Large
(Seal)

My Commission Expires:

Title/Rank: _____

Commission Number

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

In pursuance of Section 48.091 and Section 607.034(3), Florida Statutes,
the following is submitted in compliance with said sections:

Friends of Tomoka Basin GeoPark, Inc. desiring to organize under the
laws of the State of Florida with its principal office as indicated in the Certificate
of Incorporation, at Ormond Beach, Volusia County, State of Florida, has named
Charles Leffler as its registered agent to accept service of process at its office
within this state, who is located at 2099 North Beach Street, Ormond Beach, FL
32174.

Having been named as the registered agent for the above Corporation for
the purpose of accepting service of process at the registered office designated
in this certificate, I hereby accept such appointment and agree to act in such
capacity. I agree to comply with the provisions of said sections relative to
keeping open the registered office.


Registered Agent

5/26/00
Date

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TALLAHASSEE, FLORIDA