

Jeb Bush  
Governor

# NO10000002837

## Department of Environmental Protection

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

David B. Struhs  
Secretary

Marjory Stoneman Douglas Building  
3900 Commonwealth Boulevard  
Tallahassee, Florida 32399-3000  
Deputy Secretary for Land and Recreation  
Office of Coastal and Aquatic Managed Areas  
Mail Station 235  
(850) 488-3456; SC 278-3456  
FAX (850) 488-3896

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01 APR 20 PM 2:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

April 13, 2001

Cathy Stauffer  
Florida Department of State  
Division of Corporations  
Bureau of Commercial Information Services  
409 E. Gaines St.  
Tallahassee, FL 32399  
ph. (850) 487-6865

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Dear Cathy,

We have recently accepted application from, and delivered a letter of intent to, 'Friends of Biscayne Bay', a citizen support organization formed to support Biscayne Bay Aquatic Preserve (please see attached CSO application / letter of intent). Enclosed are the CSO's articles of incorporation which we are now submitting to your office on behalf of the CSO. Pursuant to F.S. 617.0122, we request that filing fees for the CSO be waived. The CSO has also provided an extra copy of the articles for which they have requested that a "filed", stamped copy of the articles certified by the Department of State be returned to the CSO attorney (please see attached correspondence, Ed Zaharewicz). The certified copy can be returned via our office or directly to Mr. Zaharewicz. Please feel free to contact the Preserve Manager, David Mayer (at ph. (305) 372-6583, email mayerd@co.miami-dade.co.fl.us), with any information or questions concerning the above requests. Thank you very much for your assistance.

Sincerely yours,

*Dennis M. Riley*  
Dennis M. Riley  
Program Administrator  
Office of Coastal and Aquatic Managed Areas

EW  
4/20

Pursuant to F.S. 617.0122 this filing is exempt from any fees required for incorporation as a non-profit when certified by Dept of Environmental Protection.

"Protect, Conserve and Manage Florida's Environment and Natural Resources"

ARTICLES OF INCORPORATION  
OF  
FRIENDS OF BISCAYNE BAY, INC.  
A FLORIDA CORPORATION NOT FOR PROFIT

ARTICLE 1.  
NAME

The name of the corporation is:

Friends of Biscayne Bay, Inc.

ARTICLE 2.  
INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and the mailing address of the corporation are:

1255 N.E. 79<sup>th</sup> Street Causeway  
Miami, Florida 33138

ARTICLE 3.  
PURPOSE

The corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3), or the corresponding section of any future federal tax code, and, in particular, to conduct programs and activities; raise funds; request and receive grants, gifts, and bequests of money; acquire, receive, hold, invest, and administer, in its own name, securities, funds, objects of value, or other property, real or personal; and make expenditures to or for the direct or indirect benefit of the Florida Department of Environmental Protection or individual units of the department and the corporation.

ARTICLE 4.  
DIRECTORS

1. The method of election of directors shall be set forth in the bylaws of the corporation.

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2. The names and addresses of the individuals who are to serve as the initial directors are:

Charles P. Munroe, Jr.  
7340 SW 107 Terrace  
Miami, Florida 33156

Bruce C. Matheson  
4940 Sunset Drive  
Miami, Florida 33143

Paul J. Schwiep  
2699 S. Bayshore Drive Penthouse  
Miami, Florida 33133

Dougan Clark  
745 NW 54<sup>th</sup> Street  
Miami, Florida 33127

Peter D. Rabbino  
4095 Ensenada Avenue  
Miami, Florida 33133

ARTICLE 5.  
INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office and the name of the corporation initial registered agent at that address are:

Paul J. Schwiep  
2699 S. Bayshore Drive Penthouse  
Miami, Florida 33133

ARTICLE 6.  
INCORPORATOR

The name and address of each incorporator are:

Charles P. Munroe, Jr.  
7340 SW 107 Terrace  
Miami, Florida 33156

Bruce C. Matheson  
4940 Sunset Drive  
Miami, Florida 33143

Paul J. Schwiep  
2699 S. Bayshore Drive Penthouse  
Miami, Florida 33133

Dougan Clark  
745 NW 54<sup>th</sup> Street  
Miami, Florida 33127

Peter D. Rabbino  
4095 Ensenada Avenue  
Miami, Florida 33133

ARTICLE 7.  
PUBLICLY SUPPORTED TAX-EXEMPT NONPROFIT CORPORATION

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 set forth in Article 3 hereof. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, 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) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

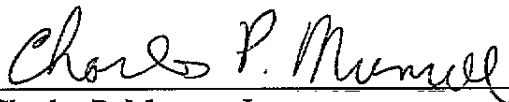
ARTICLE 8.  
DISSOLUTION

1. Upon the dissolution of the corporation, the assets of the corporation remaining after payment, or provision for payment, of all debts and other liabilities of the corporation shall be distributed to the Office of Coastal and Aquatic Managed Areas of the Florida Department of Environmental Protection, or its successor, to be used exclusively for the purposes hereinabove set forth, it 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 the corporation to the extent that such tax exempt status shall be allowed under any applicable law or regulation.

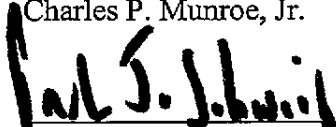
2. Notwithstanding anything herein to the contrary, the assets of the corporation are hereby irrevocably dedicated to charitable, educational, and scientific purposes; accordingly, in the event the Office of Coastal and Aquatic Managed Areas of the Florida Department of Environmental Protection, or its successor, fails to qualify to receive or otherwise fails to accept the corporation's assets upon dissolution, the remaining assets of the corporation shall be distributed to one or more organizations organized and operated exclusively for charitable, educational, or scientific purposes and which have established their tax exempt status under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future law, or to a federal, state or local government for exclusive public purpose(s).

IN WITNESS WHEREOF, the undersigned have executed these Articles of  
Incorporation this \_\_\_\_\_ day of February, 2001.

INCORPORATORS:



Charles P. Munroe, Jr.



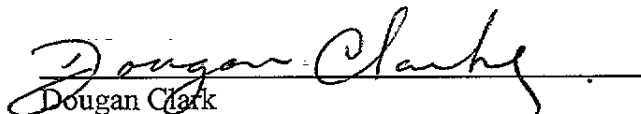
Paul J. Schwiep



Peter D. Rabbino



Bruce C. Matheson



Dougan Clark

REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT

Having been appointed to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, the undersigned hereby accepts his appointment as registered agent, and further certifies that he is familiar with, and accepts, the obligations of that position as provided in the Florida Not For Profit Corporation Act.

By:

Paul J. Schwiep  
Paul J. Schwiep

83112 (Miami)

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