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**FLORIDA NON-PROFIT CORPORATION**  
**FRIENDS OF FLORIDA WATERWAYS CORPORATION**

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ARTICLES OF INCORPORATION  
OF

FRIENDS OF FLORIDA WATERWAYS CORPORATION  
A Florida Corporation Not for Profit

The undersigned, all of whom are of legal age, hereby voluntarily associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, (2000), and certify as follows:

ARTICLE ONE

Name and Address

1.1 Name. The name of the corporation shall be **FRIENDS OF FLORIDA WATERWAYS CORPORATION.**

1.2 Address. The Principal office of the corporation shall initially be located at Guy & Yudin, LLP, 55 East Ocean Blvd., Stuart, FL 34994.

ARTICLE TWO

Purpose

2.1 Purpose. The corporation is organized in order to engage in any lawful purpose or purposes not for pecuniary profit. The purpose for which the Corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof, or grants and gifts, exclusively for scientific, literary, promotional, litigation, lobbying or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

ARTICLE THREE

Powers

3.1 Powers No part of the net earnings of the corporation shall inure to the benefit of, or be distributable its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to repay working capital loans made by directors with reasonable interest, and to make payments and distributions in furtherance of the purposes set forth in Article four hereof. 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, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax

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under section 501 ( c )(6) of the Internal Revenue Code, or corresponding section of any future federal tax code

3.2 The corporation shall have all powers not inconsistent with Chapter 617, Florida Statutes (2000) or subsequent amendments thereto and section 501(c)(6) of the Internal Revenue Code.

3.3 Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 ( c ) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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.

#### **ARTICLE FOUR** **MEMBERS**

4.1 The corporation is organized on a non-stock basis. The Corporation shall have members. Members of the corporation will be required to meet the following qualifications: A corporation may be eligible for membership based on its interest in fostering boating access to and use of Florida Waterways. Individuals may not be members.

4.2 Membership dues categories shall be determined by the Board of Directors. Members shall be admitted in the manner regulated by the by-laws of the Corporation without discrimination as to sex, age, handicap, color, race or ethnic origin. Members will only be admitted or terminated by a two thirds vote of the Board of Directors.

4.3 Upon termination or resignation, a member shall no longer have any rights in the Corporation and the Corporation and remaining members shall continue to enjoy the rights conferred by these Articles and the Bylaws of the Corporation.

4.4 Membership shall not be transferable.

4.5 The initial members of the Corporation are the Marine Industries of Florida, Inc., Citizens for Florida Waterways, Inc. and Standing Watch, Inc.

#### **ARTICLE FIVE** **INITIAL BOARD of DIRECTORS**

5.1 The number of Directors constituting the initial Board of Directors is three. The number of Directors may be increased or decreased and elected from time to time in accordance

with the Bylaws but shall never be less than three. The names and addresses of the initial directors of the corporation are as follows

DAVID HEFFLEBOWER (P)  
HARBORTOWN MARINA  
1936 HARBOR TOWN DRIVE  
FORT PIERCE, FL 34946

WILLIAM E. GUY, JR. (VP)  
GUY & YUDIN, LLP  
55 EAST OCEAN BLVD.  
STUART, FL 34994

BARBARA HEFFLEBOWER (S/T)  
HARBORTOWN MARINA  
1936 HARBOR TOWN DRIVE  
FORT PIERCE, FL 34946

5.2 Meetings. All directors' meetings shall be held in Martin, St. Lucie, Indian River or Brevard County, Florida.

5.3 Directors Shall be elected by two thirds vote of the membership attending the annual meeting of the Corporation in person or by proxy, but the initial directors shall continue to serve without election until they resign.

## ARTICLE SIX Officers

6.1 Officers. The affairs of the corporation shall be administered by a President, Vice President, Secretary, and Treasurer and such other officers as may be designated in the Bylaws of the corporation. The officers shall be elected by the Board of Directors at its first meeting and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

DAVID HEFFLEBOWER (P)  
HARBORTOWN MARINA  
1936 HARBOR TOWN DRIVE  
FORT PIERCE, FL 34946

WILLIAM E. GUY, JR. (VP)  
GUY & YUDIN, LLP  
55 EAST OCEAN BLVD.

STUART, FL 34994

BARBARA HEFFLEBOWER (S/T)  
HARBORTOWN MARINA  
1936 HARBOR TOWN DRIVE  
FORT PIERCE, FL 34946

#### ARTICLE SEVEN

##### Indemnification

7.1 Indemnification. Every director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including legal fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party, or in which he or she may become involved by reason of his or her being or having been an director or officer of the corporation, whether or not he or she is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance in the performance of his or her duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

#### ARTICLE EIGHT

##### Bylaws

8.1 Bylaws. The Bylaws of the corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

#### ARTICLE NINE

##### Term

9.1 Term. The term of the corporation shall be perpetual.

#### ARTICLE TEN

##### Registered Agent

10.1 Registered Agent. The street address of the Association's initial registered principal office and the name of its initial Registered Agent at such address is as follows:

Name

Address

WILLIAM E. GUY, JR.

55 EAST OCEAN BLVD., STUART, FL 34994

ARTICLE ELEVEN  
INCORPORATOR

11.1 Names and Addresses. The name and street address of the Incorporator of these Articles of Incorporation is as follows:

DAVID HEFFLEBOWER  
HARBORTOWN MARINA  
1936 HARBOR TOWN DRIVE  
FORT PIERCE, FL 34946

ARTICLE TWELVE  
CONDUCT OF CORPORATE AFFAIRS

12.1 The conduct of the affairs of the Corporation will be limited in the following manner: all corporate powers are exercised by the Board of Directors and not by the members of the corporation.

ARTICLE THIRTEEN  
COMMENCEMENT OF CORPORATE EXISTENCE

13.1 In accordance with section 617.0203(1), Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

IN WITNESS WHEREOF, the subscribers have hereto affixed their signature on this  
3<sup>rd</sup> day of July, 2001.

  
DAVID HEFFLEBOWER, Incorporator

STATE OF Florida

COUNTY OF

St. Lucie

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I HEREBY CERTIFY that on the 3rd day of July, 2001 before me, officers duly authorized and acting, personally appeared DAVID HEFFLEBOWER to me well known to be the person described in and who executed the foregoing Articles of Incorporation of FRIENDS OF FLORIDA WATERWAYS CORPORATION, INC., for the purposes expressed in said Articles, and he acknowledged then and there before me that he executed said instrument.

WITNESS my hand and official seal at St. Lucie County, Florida, this the 3rd day of July, 2001.

(Notary Seal)



Howard L. Conklin  
Commission # 00874549  
Expires Nov. 9, 2003  
Bonded Through  
Atlantic Bonding Co., Inc.

Howard L. Conklin  
Notary Public

My Commission Expires:

AFFIRM personally known to me.  
file

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of FRIENDS OF FLORIDA WATERWAYS CORPORATION, which is contained in the foregoing Articles of Incorporation.

DATED this 3rd day of July, 2001

GUY & YUDIN, LLP

WILLIAM E. GUY, JR.

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