

TRANSMITTAL LETTER

N02060002071

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: The Friends of Boca Ciega Millennium Park, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

600005114496--6
-03/18/02--01092--027
*****87.50 *****87.50

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Paul Stellrecht
Name (Printed or typed)

6990 125th Street North

Address

Seminole, FL 33772
City, State & Zip

(727) 892-5561

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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02 MAR 18 AM 8:34
SECRETARY OF STATE
DIVISION OF CORPORATIONS

The Friends of Boca Ciega Millennium Park, Inc.
a Florida Not for Profit Corporation
Articles of Incorporation

The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation.

Article I. Name

The name of this Corporation shall be:

The Friends of Boca Ciega Millennium Park, Inc.

Article II. Place of Business

The principal place of business and mailing address of the Corporation shall be:

Boca Ciega Millennium Park
6990 125th Street North
Seminole, FL 33772

Article III. Purpose

The purposes for which the corporation is organized are to provide volunteer support and financial contributions to accomplish the following: promote public awareness, cultivate and encourage community involvement, support environmental education, enhance resource management, and advocate for the preservation of wildlife.

Article IV. Board of Directors

Section 1. Number, manner of selection and term of office: The Board of Directors (hereinafter referred to as "Board") shall consist of the four officers of the Corporation, who shall also be directors, and no more than nine additional elected directors and one appointed director. The elected directors shall be elected by the general membership at the annual meeting. The one appointed director shall be, ex officio, that Pinellas County employee serving in the capacity of the Park Supervisor of Boca Ciega Millennium Park, or his/her designee, and shall serve as liaison with the Pinellas County Park Department. The elected directors shall serve for a term of one year and thereafter until their successors are elected.

Section 2. Qualifications: No person shall be elected to serve as an officer or director of Corporation unless he/she is older than seventeen years of age.

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Section 3. Vacancies: Any vacancy occurring on the Board may be filled by a majority vote of the remaining directors. Three absences within the year's term from a regularly scheduled Board meeting by any director without a valid reason (as determined within the sole discretion of a simple majority of directors attending a meeting called to decide the issue), shall be deemed to have resigned from the Board.

Section 4. Removal of a director: The Board may for just cause request the resignation of a director. If said resignation is not forthcoming, the director may be removed by the membership at the next general meeting. A super majority (2/3) vote of the general membership present and voting is necessary to remove a director.

Section 5. Powers and duties: The control and conduct of the property and business of this Corporation shall be vested in the Board, provided that the Board may delegate to the officers of the corporation, through Bylaws, Resolution, or otherwise, such powers as deemed appropriate by the Board; and the Board shall establish the Bylaws of the Corporation. The Board shall create and designate such committees as it may deem necessary to carry out the business of this Corporation.

Section 6. Meetings: There shall be at least ten regular meetings of the Board each year. The president may call special meetings of the Board and shall call a special meeting within fifteen calendar days of receipt of a written request therefore signed by five directors.

Section 7. Quorum: A majority (50% plus one) of the Board shall constitute a quorum.

Section 8. Presumption of Assent: A director of the Corporation who is present at a meeting of the Board at which action on any corporate matter is taken shall be presumed to have assented to the actions taken, unless he/she votes against such action or abstains from voting because of an asserted conflict of interest.

Article V. Officers

Section 1. Enumeration and election of officers: The officers of this Corporation shall be president, vice president, secretary and treasurer. Each officer shall be elected by the directors at an annual meeting of the Board of Directors called for the purpose of electing officers, and who shall take office at the close of the meeting. Officers shall serve at the pleasure of the Board of Directors for terms of one year, and may be removed during such term, for any cause deemed sufficient, within the sole discretion

of a simple majority vote of directors in attendance at a meeting called for such a purpose:

Section 2. Names and Addresses: The names and addresses of the incorporating officers are as follows:

President: Paul Stellrecht
12404 93rd Avenue North
Seminole, FL 33772

Vice President: Suzanne Eisenhart
10236 110th Avenue North
Largo, FL 33776

Secretary: Joanne Shrewsbury
9731 62nd Avenue North
St. Petersburg, FL 33708

Treasurer: Jan Anschuetz
6225 13th Avenue South
Gulfport, FL 33707

Article VI. Registered Agent

The name and address of the registered agent is as follows:

Registered Agent: Paul Stellrecht
12404 93rd Avenue North
Seminole, FL 33772

Article VII. Incorporator(s)

The name and address of the incorporator(s) is/are as follows:

Incorporator(s): Paul Stellrecht
12404 93rd Avenue North
Seminole, FL 33772

Suzanne Eisenhart
10236 110th Avenue North
Largo, FL 33776

Joanne Shrewsbury
9731 62nd Avenue North
St. Petersburg, FL 33708

Jan Anschuetz
6225 13th Avenue South
Gulfport, FL 33707

Article VIII. Membership

Membership classifications shall be determined by the Board and revised as needed to further the mission of this Corporation. Detailed information regarding membership classification shall be listed within the Bylaws of the Corporation. However denoted by the Bylaws, the members of the Corporation shall constitute the shareholders of the corporation.

Article IX. Duration

The duration of this corporation is perpetual.

Article X. Financial Administration

Section 1. Fiscal year: The fiscal year for this Corporation shall commence on the first day of January of each year.

Section 2. Tax Exempt Status Intended: The Corporation shall not engage in any activities not permitted to be engaged in either by a qualifying tax-exempt Corporation under section 501 (c) (3) of the Internal Revenue Code.

Section 3. Non-Stock: The Corporation will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of the Corporation will be distributed to its members, directors or officers without full consideration. No member of the Corporation has any vested right, interest or privilege in or to the assets, property, functions or activities of the Corporation. The Corporation may contract in due course with its members, directors and officers, without violating this provision.

Article XII. Indemnification

The Corporation shall indemnify each officer and director, including former officers and directors, to the full extent permitted by the law. The Corporation may provide insurance for the directors and officers insuring them for liability relating to their positions with the Corporation in such amounts and with such companies as the Board may determine.

Article XIII. Amendments

These Articles of Incorporation may be altered, amended, or replaced, and new ones may be adopted by the Board; provided, however, that any articles or amendments thereto as adopted by the Board may be altered, or repealed by vote of the members, or a new article in lieu thereof may be adopted by the members. No article

which has been altered, amended, repealed or adopted by such a vote of the members may be altered, amended, or repealed by a vote of the Board for a period of two (2) years after the action of the members.

Article XIV. Commencement of Corporate Existence

In accordance with the laws of the State of Florida, the date when corporate existence shall commence is the date of the subscription and acknowledgment of these Article of Incorporation.

Article XV. Distribution of Dissolution

In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) or 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of such code as subsequently amended, or to the federal, state, or local government to be used exclusively for public purposes.

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE CERTIFICATE, I AM FAMILIAR WITH AND ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY



Signature Registered Agent

2-25-02


Date



Signature Incorporator

2-25-02

Date



Signature Incorporator

3/9/02

Date



Signature Incorporator

2-28-02

Date



Signature Incorporator

2-28-02

Date

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