

N02000002248

April 6, 2002

Ms. Gina McLeod
Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****43.75 *****43.75

Dear Ms. McLeod:

Enclosed are the Articles of Amendment to the Articles of Incorporation of the Blackwater River Foundation, Inc., Document Number N02000002248, and a check for the filing fee made out to the Department of State for \$43.75.

Please arrange to file the amendment for the corporation and send one certified copy of the amendment to the address listed below.

Thank you.

Sincerely,



Charles N. D'Asaro
P.O. Box 495
Bagdad, FL 32530

(850) 623-8493

Amended & Restated
LFT
6-3-2002

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2002 JUN -3 PM 1:42



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

April 15, 2002

Charles N. D'Asaro
Post Office Box 495
Bagdad, FL 32530

SUBJECT: BLACKWATER RIVER FOUNDATION, INC.
Ref. Number: N02000002248

We have received your document for BLACKWATER RIVER FOUNDATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 602A00022246



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 22, 2002

Charles N. D'Asaro
Post Office Box 495
Bagdad, FL 32530

SUBJECT: BLACKWATER RIVER FOUNDATION, INC.
Ref. Number: N02000002248

We have received your document for BLACKWATER RIVER FOUNDATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please accept our apology for failing to mention this in our previous letter.

Please entitle your document Amended and Restated Articles of Incorporation.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 502A00033030

AMENDED and RESTATED

2002 JUN -3 PM 1:42

ARTICLES OF INCORPORATION

of

BLACKWATER RIVER FOUNDATION, INC.

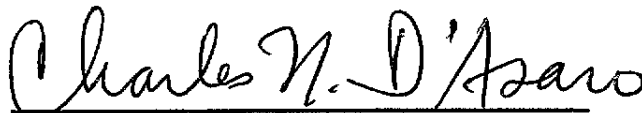
Document Number of Corporation: N02000002248

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment adopted: Delete Articles I through VII of the Articles of Incorporation for the Blackwater River Foundation, Inc., filed electronically on March 28, 2002, and replace the deleted articles with Articles I through XIV of the Articles of Incorporation for the Blackwater River Foundation, Inc., executed on May 18, 2002, that are appended to this document.

SECOND: The date of adoption of the Amendment was: May 18, 2002.

THIRD: Adoption of Amendment. There are no members entitled to vote on the amendment; therefore, the amendment was adopted by the Executive Board (Board of Directors).



Signature of President

Charles N. D'Asaro
Typed name

President
Title

May 18, 2002
Date

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purposes of forming a private, nonprofit corporation in compliance with Chapter 617, Florida Statutes, adopts the following articles of incorporation.

ARTICLE I: NAME

The name of the corporation shall be the BLACKWATER RIVER FOUNDATION, INC., hereinafter referred to as the "Foundation."

ARTICLE II: PRINCIPAL OFFICE

The initial principal office of the Foundation shall be located at 4620 Forsyth Street, Bagdad, Florida, 32530, but meetings of the Executive Board and Advisory Board members may be held at other places that may be designated from time to time. The mailing address for this corporation shall be P.O. Box 495, Bagdad, Florida, 32530.

ARTICLE III: CORPORATE NATURE

The Foundation shall be a private, nonprofit corporation without authority to issue capital stock, organized primarily for scientific, educational, and cultural purposes pursuant to the Corporations Not for Profit Law, Ch. 617, Florida Statutes.

ARTICLE IV: DEFINITIONS

Section 1. "Foundation" herein, shall mean and refer to the BLACKWATER RIVER FOUNDATION, INC.

Section 2. "Executive Board" herein, shall mean and refer to the founding members of the "Foundation" and their assigns.

Section 3. "Advisory Board" herein, shall mean and refer to individuals with special expertise appointed to an "Advisory Board" for a specific term by a majority vote of the Executive Board.

Section 4. "Associate Members" herein, shall mean and refer to voluntary members of the foundation who participate in and support scientific, educational, and cultural activities with annual approval of the Executive Board.

ARTICLE V: CORPORATE DURATION

The term of existence of the Foundation is perpetual.

ARTICLE VI: NONPROFIT PROVISIONS AND PURPOSES OF THE CORPORATION

Section 1. At all times the following shall govern the operations and activities of the Foundation.

a. This Foundation is organized to operate exclusively as a nonprofit corporation pursuant to the laws of the State of Florida, its municipalities, county governments, and the United States, as defined in 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

b. No part of the Foundation's revenues or assets shall be distributed to or benefit associate members, members of the Executive and Advisory Boards or any other private person(s), excepting solely that the Foundation shall be authorized to pay reasonable compensation for services actually rendered to the Foundation or to pay a reasonable allowance for authorized expenditures incurred on behalf of the Foundation.

c. No substantial part of the activities of the Foundation shall constitute disseminating propaganda or attempting to influence legislation, initiatives, or referenda before the public, and the Foundation shall not participate or intervene in any manner in any political campaign on behalf of or in opposition to any candidate for public office.

d. In spite of any other provision herein, the Foundation shall not conduct any other activities prohibited by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or later amended.

e. The Foundation shall not lend any asset to any Board member of this corporation unless the loan program is regularly conducted as part of the activities of the organization, and the qualifications of the Board member to participate in the loan program are determined by a panel comprised solely of non-Board members.

f. The Foundation shall not guarantee payment of a loan to any Board member of this corporation.

Section 2. Objectives and Purposes

The primary objectives and purposes of this Foundation shall include, but not be limited to, the following:

- a. advancing knowledge of the Blackwater River ecosystem including the upland watershed and the estuarine and marine portions of Blackwater Bay;

- b. protecting every Floridian's use or enjoyment of air, water or natural resources in Santa Rosa County;
- c. identifying, preserving, and restoring cultural resources;
- d. educating the public concerning natural and anthropogenic processes;
- e. developing methods to reclaim, protect, preserve and restore any portion of the ecosystems as defined in Section VI.2a;
- f. developing methods to conserve open space for public enjoyment and cultural enrichment;
- g. sponsoring workshops, seminars and other gatherings to suggest or develop solutions to environmental problems;
- h. applying for grants, endowments, and any other funds given to nonprofit entities and using those monies to conduct scientific research, restore historical structures and conduct educational programs not inconsistent with the Foundation's nonprofit, tax exempt status;
- i. entering into contracts with federal, state, county, or municipal governments, or any private corporation or individual to study, conserve, protect, and restore any portion of the ecosystem as defined in Section VI.2a;
- j. operating in any other manner for charitable and educational purposes that will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986.

ARTICLE VII: EXECUTIVE BOARD AND REGISTERED AGENT

Section 1. The founding members of the Foundation, Mrs. Christine M. Walsh, Dr. Charles N. D'Asaro, and Mrs. Patricia A. D'Asaro, shall serve as members of the Executive Board. The founding members shall appoint a president, Charles N. D'Asaro, who shall serve as the registered agent, and they may elect two other members to serve on the executive board as the By-Laws of this Foundation authorize from time to time. However, there shall never be less than three (3) members on the Executive Board.

Section 2. The management and affairs of the Foundation shall at all times be under the direction of the Executive Board whose members will propose policies, appoint members of the Advisory Board, approve Associate Members and execute the affairs of the Foundation as defined by statute and set forth in the By-Laws.

Section 3. No member of the Foundation shall have any right, title, or interest in or to any property of the Foundation.

ARTICLE VIII: DEBT OBLIGATIONS AND PERSONAL LIABILITY

Section 1. No officer or member of this Foundation shall be personally liable for any of the debts or obligations of this Foundation.

Section 2. No property of an officer or member of this Foundation shall be subject to the payment of debts or obligations of this Foundation.

ARTICLE IX: DISSOLUTION

Section 1. If the Foundation is dissolved, after making provision for payment of all debts and other obligations of the Foundation, the Executive Board shall distribute the remaining assets for one or more of the exempt purposes defined by Section 501(c)(3) of the Internal Revenue Code or the appropriate section of any future federal tax code, or the assets shall be distributed to federal, state, or local governments for a public purpose.

Section 2. Any asset not disposed of as defined in Section 1 of Article IX shall be disposed of by a court of competent jurisdiction in Santa Rosa County, Florida, exclusively for a public purpose.

ARTICLE X: AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the Executive Board of the Foundation, By-Laws of this Foundation may be altered, rescinded, added to, or new By-Laws may be adopted according to the procedures as set forth in the By-Laws.

ARTICLE XI: AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed and adopted by a resolution of the Executive Board after a unanimous vote in support.

ARTICLE XII: MISCELLANEOUS

Section 1. In the case of any conflict between these Articles of Incorporation and the By-Laws, the Articles shall control the outcome.

Section 2. The effective date of these Articles of Incorporation shall be March 28, 2002.

ARTICLE XIII: REGISTERED AGENT

The registered agent for the BLACKWATER RIVER FOUNDATION, INC., is Charles N. D'Asaro.

Charles N. D'Asaro

Charles N. D'Asaro
Registered Agent to accept service of process
4620 Forsyth Street,
(Mailing Address: P.O. Box 495)
Bagdad, FL 32530

ARTICLE XIV: INCORPORATOR

The initial incorporator of this corporation is Christine M. Walsh. The undersigned incorporator has executed these Articles of Incorporation for the BLACKWATER RIVER FOUNDATION, INC., a Florida nonprofit corporation, in duplicate on this 18th day of May, 2002. I have read the foregoing Articles of Incorporation and know the contents to be true to the best of my knowledge; therefore, I adopt these Articles of Incorporation.

Christine M. Walsh

Christine M. Walsh
6872 Henderson Drive
(Mailing Address: P.O. Box 551)
Bagdad, FL 32530

STATE OF FLORIDA

COUNTY OF SANTA ROSA

The foregoing instrument was acknowledged before me on this 18th day of May, 2002, by CHRISTINE M. WALSH and CHARLES N. D'ASARO.

William R Stephens

Print name: William R Stephens

NOTARY PUBLIC

My Commission Expires: