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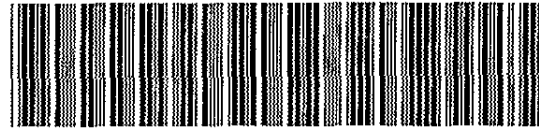
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TALLAHASSEE, FL 32399

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April 15, 2003

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: The Refuge at Oklawaha, Inc.

Our File No: 00.66

Dear Madam or Sir,

Enclosed is the original and one copy of Articles of Incorporation for the above-named non-profit corporation, together with our check in the total sum of \$78.75 to cover your filing fee and the cost of a certified copy. Please return the certified copy to the undersigned at the above referenced address.

Should you have any questions or require anything further, please feel free to call our office.

Sincerely,



Regina Spelinova
Legal Assistant

/rs

Enclosures

ARTICLES OF INCORPORATION

OF

THE REFUGE AT OKLAWAHA, INC.

The undersigned, acting as the incorporators of the corporation, pursuant to §617.001 et seq. of the Florida Not For Profit Corporation Act, hereby adopt the following Articles of Incorporation for the corporation:

ARTICLE I

NAME

The name of the corporation shall be **The Refuge at Oklawaha, Inc.**

ARTICLE II

DURATION

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation, and shall exist perpetually thereafter.

ARTICLE III

INITIAL PRINCIPAL OFFICE

The street address of the initial principal office is: 1675 Lee Road, Winter Park, Florida 32789.

ARTICLE IV

PURPOSES

The purposes of the corporation are:

1. To lease that certain fifty-two (52) acre facility in Marion County owned by the St. John's Water Management District commonly known as the Refuge at Oklawaha.
2. To act as a steward for the leased property and to manage and maintain the property in accordance with the direction of the Board of Directors.

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3. To support, sponsor or assist in any activity or event which will generate funds and/or interest and public awareness of the preservation efforts, and the subsequent development and operation of the Refuge.

Provided, however, that: (i) no part of the net earnings of the corporation shall inure to the benefit of any member of the corporation or other individual; (ii) no substantial part of the corporation's activities shall consist of carrying on propaganda or otherwise attempting to influence legislation; (iii) the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office; (iv) the income of the corporation for each taxable year must be distributed at such time and in such manner so as not to subject the corporation to the tax imposed by §4942 of the Code; (v) the corporation shall not engage in any act of self dealing (as defined in §4941(d) of the Code), retain any excess business holdings (as defined in §4943(c) of the Code), make any investment in such a manner so as to subject the corporation to taxation under §4944 of the Code, or make any taxable expenditure (as defined in §4945(d) of the Code); and, (vi) the corporation shall not conduct its business or affairs in such a manner as to discriminate against any person on the basis of race, color, religion, sex, or age. It is the specific intention of the incorporator that the purposes and activities of the corporation be as broad as permitted by §617.001 et seq. of the Florida Not For Profit Corporation Act, but only to the extent that the corporation qualifies as a tax exempt organization within §501(c)(3) and §170 of the Code.

ARTICLE V

MEMBERS\BOARD OF DIRECTORS

The initial members of the corporation shall be the voting members of the Board of Directors of the corporation. All members of the Board of Directors shall be voting members of the corporation. All voting rights including, but not limited to, the right to amend these Articles of Incorporation and the By-Laws of the corporation, and the right to elect directors of the corporation, shall be held solely by the voting members of the corporation, who shall each be entitled to one (1) vote.

Any natural person may become a voting member of the corporation; provided, however, that voting membership in the corporation shall be conferred only, and automatically upon, the election of such natural person as a member of the Board of Directors of the corporation. Voting membership in the corporation shall terminate automatically if such member ceases to be a member of the Board of Directors of the corporation.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The address of the corporation's initial registered office shall be 1850 Lee Road, Suite 210,

Winter Park, Florida 32789, and the name of the corporation's initial registered agent at such office shall be MARK W. GARRETT.

ARTICLE VII

BOARD OF DIRECTORS

- A. The initial number of directors of the corporation shall be three (3).
- B. The number of directors of the corporation may be increased or decreased from time to time by By-laws adopted by the voting members of the corporation, but shall never be less than the minimum number of directors required by §617.001 et seq. of the Florida Not For Profit Corporation Act.
- C. The names and addresses of the initial members of the Board of Directors, who shall be the initial voting members of the corporation and who shall hold office until their successors are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Leila Nodarse	1675 Lee Road, Winter Park, Florida 32789
Jim Huckeba	3032 Mercy Drive, Orlando, Florida 32808
Mark Garrett	1850 Lee Road, Suite 210, Winter Park, FL 32789

ARTICLE VIII

INCORPORATOR

The name and address of the incorporators are:

Leila Nodarse	1675 Lee Road, Winter Park, Florida 32789
Jim Huckeba	3032 Mercy Drive, Orlando, Florida 32808
Mark Garrett	1850 Lee Road, Suite 210, Winter Park, FL 32789

ARTICLE IX

DISTRIBUTION OF ASSETS UPON LIQUIDATION

The assets of the corporation are irrevocably dedicated to the purposes specified in these Articles of Incorporation. Therefore, upon liquidation of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, distribute all remaining assets of the corporation as they shall determine; provided, however, that such distributions shall be made exclusively: (i) for one or more exempt purposes, within the contemplation of §501(c)(3) of the Code; and or, (ii) to the United States federal government, and/or to a state or local government, nor a public purpose; or, (iii) for a comparable purpose, as specified in paragraphs (i) and (ii) of this Article VIII, pursuant to court order.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by §617.001 et seq. of the Florida Not For Profit Corporation Act; provided, however, that no such indemnification shall be permitted if the same would violate any of the purposes of the corporation as specified in these Articles of Incorporation.

ARTICLE XI

AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended by a majority vote of the Board of Directors. Provided, however, in no event shall any amendment be adopted which would adversely affect the corporation's status as a tax exempt organization within the meaning of §501(c)(3) and §170 of the Code.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 14th day of April, 2003.


LEILA NODARSE


JIM HUCKEBA


MARK GARRETT

ACCEPTANCE BY REGISTERED AGENT

The undersigned, **MARK W. GARRETT**, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to §617.0501 of the Florida Not For Profit Corporation Act.



MARK W. GARRETT

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