

N03000006737

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

✓

D. WHITE AUG - 6 2003

Office Use Only



100020581201

08/04/03--01040--011 **78.75

FILED
03 AUG -4 PM 3:32
SECRETARY OF STATE
TALLAHASSEE FL 32303

KIMBROUGH & KOACH, LLP

ATTORNEYS AT LAW
1530 CROSS STREET
SARASOTA, FLORIDA 34236
(941) 951-1234
(941) 952-1530 (Fax)
KraigKoach@AOL.com (E-Mail)

July 31, 2003

Secretary of State
Corporate Records Bureau
P.O. Box 6327
Tallahassee, FL 32314

RE: Sarasota Conservation Foundation, Inc.

To Whom it May Concern:

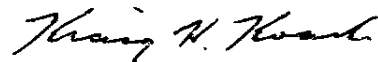
We are enclosing our check in the amount of \$78.75 to cover the following fees for the incorporation of the above-named corporation:

Registered Agent Fee	\$	35.00
Filing Fee		35.00
Certified Copy of Articles		<u>8.75</u>
Total	\$	78.75

We have also enclosed an original and a copy of the Articles of Incorporation. Please return to this office a certified copy of same after the articles have been filed of record.

Thank you for your attention to this matter.

Very truly yours,



Kraig H. Koach

KHK/vcb
Enclosures

FILED

03 AUG -4 PM 3: 32

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

SARASOTA CONSERVATION FOUNDATION, INC.

A Florida Not-For-Profit Corporation

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not-For-Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for the corporation:

ARTICLE I. NAME

The name of the corporation is: **SARASOTA CONSERVATION FOUNDATION, INC.**

The principal place of business of this corporation shall be as follows:

Corporate Address:

1530 Cross Street
Sarasota, Florida 34236

ARTICLE II. DURATION

The corporation shall have perpetual duration.

ARTICLE III. PURPOSES

The corporation is a not for profit corporation.

A. The purposes for which the corporation is organized shall be to protect the environment, character and biodiversity of Sarasota County, Florida's bays, beaches and barrier islands, by acquiring and holding real property, conservation easements and nature preserves, and to provide education and training for responsible stewardship.

B. To operate exclusively for such purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax exempt organizations under that code.

C. Notwithstanding any other provisions of these articles, this corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office; and shall not carry on any other activities not permitted to be carried on by (1) a corporation exempt from federal income tax under Section 501(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any further United States Internal Revenue law or (2) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or any other corresponding provision of any further United State Internal Revenue Law.

ARTICLE IV. MEMBERS

The sole class of members of this corporation shall be its trustees. The qualifications of the members of the corporation, the manner of their admission, the property, voting, and other rights and privileges of members shall be regulated in the By-Laws. The members of this corporation shall have no right, title or interest whatsoever in its income, property or assets, nor shall any portion of such income, property or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities or obligations of the corporation, and shall not be subject to any assessments.

ARTICLE V. SUBSCRIBERS

The names and residence addresses of each incorporator are:

Name	Address
ALBERT G. JOERGER	1360 Casey Key Road Osprey, Florida 34229

ARTICLE VI. BOARD OF TRUSTEES

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of trustees. The number of trustees shall be five (5), or such greater number as may be determined from time to time by the Bylaws of the corporation.

The trustees shall be elected at the annual meeting of the corporation and shall serve for a term of two (2) years and until the qualification of their successors in office. The terms of trustees shall be phased so that as nearly as possible one half (1/2) of the trustees shall have terms expiring

and elected each year. The names and addresses of such first members of the Board of Trustees are as follows:

Name	Address
ALBERT G. JOERGER	1360 Casey Key Road Osprey, Florida 34229
JON THAXTON	1660 Ringling Boulevard, 2 nd Floor Sarasota, Florida 34236
ARTHUR M. WOOD, JR.	265 East Deer Path Lake Forest, Illinois 60045
HAROLD L. JOHNSON, M.D.	3348 Old Oak Drive Sarasota, Florida 34239
ROBERT A. KIMBROUGH	1530 Cross Street Sarasota, Florida 34236

ARTICLE VII. BY-LAWS

By-laws of the corporation may be adopted or amended by approval of two-thirds (2/3) of the members entitled to vote thereon, unless all of the members sign a written statement manifesting their intention that certain By-Laws or amendments thereto be made.

ARTICLE VIII. AMENDMENT TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended by the members of the Board of Trustees at any annual meeting or special meeting by a two-thirds (2/3) vote of the members present.

ARTICLE IX. PRINCIPAL OFFICE AND REGISTERED AGENT

The street address and mailing address of the initial principal office of the corporation and the street address of the initial registered office of the corporation is; 1530 Cross Street, Sarasota, Florida 34236. The name of its initial registered agent at that address is; Kraig H. Koach, Esq.

ARTICLE X. DISPOSITION UPON DISSOLUTION

On the dissolution or winding up of this corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all the property and assets of the corporation remaining after the Board of Trustees has paid or made provisions for the payment of all of the debts and liabilities of the corporation shall be distributed to such nonprofit, tax exempt charitable corporation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any federal tax code then in effect, fund(s), foundation(s) or corporation(s) that is or are organized and operated exclusively for religious, charitable, educational or scientific purposes as may be selected by the Board of Trustees of this corporation so that the properties and assets of this corporation shall then be used for, and devoted to, the purposes of carrying on the objects and work of this corporation. In no way shall any of the assets or property of this corporation, or proceeds of any of the assets or property, in the event of a dissolution, go or be distributed to members, either for the reimbursement of any sums subscribed, donated or contributed by such members or for any other purposes.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the Florida General Corporation Act, has executed these Articles of Incorporation this 29th day of July, 2003.

Albert G. Joerger
ALBERT G. JOERGER, Incorporator

STATE OF New Jersey
COUNTY OF Sumner

The foregoing instrument was acknowledged before me this 29 day of July, 2003, by the party hereto, who is personally known to me or who produced _____ as identification.

Wendy Priestner
Notary Public

My Commission Expires:

Wendy Priestner
Notary Public of New Jersey
My Commission Expires 10/18/07

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM SERVICE MAY BE SERVED.

In pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First, that **SARASOTA CONSERVATION FOUNDATION, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at City of Sarasota, County of Sarasota, State of Florida, has named Kraig H. Koach, Esq., Kimbrough & Koach, LLP, 1530 Cross Street, Sarasota, Florida 34236, as its agent to accept service of process within this State.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned hereby accepts the designation as registered agent of the above corporation. I accept the duties and obligations of Section 607.0505 Florida Statutes and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


KRAIG H. KOACH, ESQUIRE
KIMBROUGH & KOACH, LLP

FILED
03 AUG -4 PM 3:32
SECRETARY OF STATE
TALLAHASSEE FLORIDA