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FORGES, HAMLIN, KNOWLES & PROUTY

NO 2787

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Florida Department of State
Division of Corporations
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FLORIDA NON-PROFIT CORPORATION

Protect Our Waterways, Estuaries, and Rights, Inc.

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ARTICLES OF INCORPORATION

OF

Protect Our Waterways, Estuaries, and Rights, Inc.
a Florida Nonprofit Corporation

ARTICLE ONE

Name

The name of the corporation is **Protect Our Waterways, Estuaries, and Rights, Inc.**

ARTICLE TWO

Principal Office and Mailing Address

The street address of the initial principal office of the corporation is **1001 3rd Avenue West, Suite 500, Bradenton, Florida 34205** and the mailing address of the corporation is **1001 3rd Avenue West, Suite 500, Bradenton, Florida 34205**.

ARTICLE THREE

Duration

The term of existence of the Corporation is perpetual; and the corporate existence will commence on its existence on the date of subscription and acknowledgment of these Articles, as hereinafter set forth, if these Articles are filed with the Department of State within five (5) days exclusive of legal holidays, after such date. If these Articles are not so filed, this corporation shall commence existence upon the filing hereof with the Department of State.

ARTICLE FOUR

Purposes

The purposes for which the Corporation is organized are for scientific, educational and charitable purposes within the meaning of Section 501 of the Internal Revenue Code of 1986, and in this connection:

(1) For educational and charitable purposes geared to educating the general public on protecting the waterways and estuaries of Manatee County, Florida for the use and enjoyment of the general public.

(2) Generally to have and exercise all rights and powers conferred on nonprofit corporations under the laws of Florida, or which may hereafter be conferred, including the power to contract, rent, buy or sell personal or real property.

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(3) Notwithstanding any of the above statements of purposes or powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of the corporation.

ARTICLE FIVE

Exempt Purpose

The corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the corporation is distributable to, or inures to the benefit of its directors or officers except to the extent permitted by the Florida Not For Profit Corporation Act. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). Therefore, the Corporation is subject to the following restrictions and provisions:

(1) The purposes for which the corporation is organized is for educational and charitable purposes geared to educating the general public on protecting the waterways and estuaries of Manatee County, Florida for the use and enjoyment of the general public.

(2) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director, Officer, or member of the corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation, and reasonable expenses may be paid thereto, affecting one or more of the corporation's purposes), and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets part of the activities of the corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office, at any time.

(3) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(4) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(5) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(6) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(7) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any

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subsequent federal tax laws.

(8) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended.

(9) Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court in Sarasota County, Florida, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE SIX Members

The Corporation shall not have members.

ARTICLE SEVEN Election of Directors

Directors shall be elected in the manner provided in the Bylaws.

ARTICLE EIGHT Initial Directors

The number of directors constituting the initial board of directors shall be three and the names and addresses of the persons who are to serve as directors until the first meeting of the corporation or until their successors are elected and qualified are:

Garret T. Barnes	3119 Manatee Avenue West, Bradenton FL 34205
John Laurie	1111 8th Avenue West, Bradenton, FL 34205
Byron Shinn	1001 3rd Avenue West, Suite 500, Bradenton, FL 34205

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ARTICLE NINE
Registered Office and Agent

The address of the initial registered office of the Corporation is **3119 Manatee Avenue West, Bradenton Florida 34205**. The name of the initial registered agent of the Corporation at such address is **Garret T. Barnes**. The registered office and registered agent may be changed from time-to-time by the Board of Directors as authorized by law.

ARTICLE TEN
Incorporator

The name and address of the incorporator of the Corporation is:

Garret T. Barnes 3119 Manatee Avenue West, Bradenton, Florida 34205

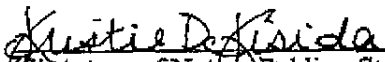
In Witness Whereof, I have subscribed my name this 15 day of September 2003.



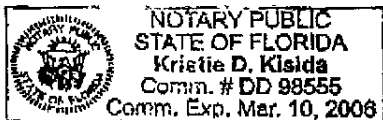
Garret Barnes, Incorporator

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 15th day of September 2003 by Garret T. Barnes.



(Signature of Notary Public - State of Florida)



(Print, Type, or Stamp Commissioned Name of Notary

Personally Known or Produced Identification

Type of Identification Produced n/a

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ACCEPTANCE OF REGISTERED AGENT

I HEREBY CERTIFY that I am familiar with and accept the duties and responsibilities as registered agent for **Protect Our Waterways, Estuaries, and Rights, Inc.**, a Florida nonprofit corporation.



Garret T. Barnes. Registered Agent

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