

No3000010800

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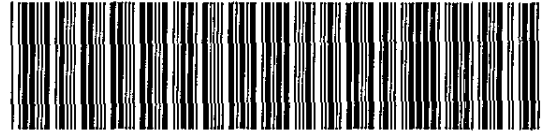
(Business Entity Name)

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03 DEC 15 PM 4:19

FBI

RALF BROOKES, ATTORNEY

December 15, 2003

Attn Dorine Martin
Department of State
Division of Corporations
Corporate Filings
408 E. Gaines Street
Tallahassee, FL 32399
Florida Profit/Non-Profit Articles (850) 245-6052

RE: Replacement Articles with Filing Fees Check for - **Save Our Bay, Inc.**

Dear Dorine,

Thanks for talking to me on the telephone this morning about sending this corrected title/name and getting a check to you for filing this not for profit Articles of Incorporation.

Please file the enclosed documents for this correct **Save Our Bay, Inc.**

As discussed, you may send back the incorrect **Save Our Bays, Inc.** articles which were sent via regular mail on Friday Dec 12, 2003.

An online records search also indicated a previous group with the name has been dissolved over 10 years ago and the name is now available for use.

Thanks again for your extra help on this one. Have a great Holidays!

Sincerely,



Ralf Brookes, Esq.
Ralf Brookes, Attorney

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Save Our Bay, Inc.

ARTICLES OF INCORPORATION

The undersigned, a citizen of the United States, desiring to form a Corporation Not for Profit under the Corporation Not for Profit Law of Florida, Chapter 617, Florida Statutes, certifies and acknowledges:

ARTICLE I. NAME.

The name of the Corporation Not for Profit shall be the Save our Bay, Inc. ("Corporation").

ARTICLE II. DURATION.

The duration of the Corporation shall be perpetual.

ARTICLE III. PRINCIPAL OFFICE.

The principal office and mailing address of the Corporation is 541 Lake Murex Circle, Sanibel, Fl 33957.

ARTICLE IV. PURPOSE.

The Corporation is organized exclusively for domestic charitable, educational and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, as may be amended, including the following:

1. To protect both the human and natural environment including air, water and natural resources and recreational opportunities on San Carlos Bay, Pine Island Sound, and the Caloosahatchee River estuary as well as the beaches, uplands and wetlands of Sanibel Island, Captiva Island and their associated offshore islands, and the Sanibel Causeway connecting the mainland to these areas.
2. To formulate, request, publicize and implement repair and rehabilitation of the existing Sanibel Causeway to ensure the bridges and causeway are safe and in good to excellent condition; and to ensure that preventative and corrective maintenance is performed on a routine basis; to maintain the bridge and causeway in a safe condition in perpetuity.
3. To use media resources to promote public awareness and education consistent with these purposes.

4. To create an information system for evaluating, reporting and distributing data consistent with these purposes.
5. To offer assistance to other not for profit corporations in promoting these purposes.
6. All other purposes allowed under Florida Statutes Chapter 617 and the 501(c)3 regulations of the Federal Internal Revenue Service.

ARTICLE V. MEMBERS.

The qualifications for members and the manner of their admission shall be as stated in the bylaws of the Corporation.

ARTICLE VI. POWERS.

The powers of the Corporation shall be as provided in Chapter 617, Florida Statutes with the following limitations within the meaning of section 501(c)(3) of the Internal Revenue Code, as may be amended:

A. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons except that the Corporation shall be authorized and empowered to pay expenses for services rendered by members, directors, officers or compensation to other private persons and to make payments and distributions in furtherance of the purposes set forth in Article IV.

B. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate or intervene in, including the publishing or distributing of statements, any political campaign on behalf of or in opposition to any candidate for public office.

C. Notwithstanding any other provision of these Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE VII. REGISTERED AGENT AND OFFICE.

The Registered Agent is:

Susan J. Carter 541 Lake Murex Circle, Sanibel, Florida 33957; telephone (239) 472-1461

ARTICLE VIII. INCORPORATORS.

The name and address of the Incorporator is Susan J. Carter, 541 Lake Murex Circle,

Sanibel, Florida 33957.

ARTICLE IX. BOARD OF DIRECTORS.

The names and addresses of the persons who are the initial three (3) Board of Directors of the Corporation are as follows:

Theresa Marie Gargano 1271 Isabel Drive, Sanibel FL 33957

Paul Emilius 225 Daniel Drive, Sanibel FL 33957

Susan J. Carter 541 Lake Murex Circle, Sanibel, FL 33957.

The method of election or appointment to the Board of Directors shall be by vote of the general membership as stated in the bylaws of the Corporation.

ARTICLE X. DISSOLUTION.

In the event of, and upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government for a public purpose.

As signed and acknowledged on:

By: Susan J. Carter

12/14/03
Date

Susan J. Carter
Incorporator, Initial Director
Save Our Bay, Inc.

ACKNOWLEDGMENT by REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, **I HEREBY ACCEPT the appointment as registered agent and agree to act in this capacity, accept official papers, service, etc... on behalf of the not for profit Corporation.** I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

December 14, 2003
Date

Susan J. Carter
Susan J. Carter, 541 Lake Murex Circle, Sanibel, FL 33957