

08/12/2020  
7/3/2020

13:35 Blalock Walters

(FAX)9417452093

P.001/008

**N03000011036**  
Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet  
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7/6/20

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To:

Division of Corporations  
Fax Number : (850)617-6380

From:

Account Name : BLALOCK, WALTERS, HELD & JOHNSON, P.A.  
Account Number : 076666003611  
Phone : (941)748-0100  
Fax Number : (941)745-2093

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: epennington@blalockwalters.com

**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
COASTAL RESOURCES GROUP, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$35.00

Y SULKER

AUG 13 2020

This was Faxed to you on July 6th with the attached confirmation. Per your instructions, I am reFaxing. Please use the original  
Electronic Filing Menu Corporate Filing Menu Help

date of July 6th, 2020. Questions?

Eileen Pennington

941-748-0100 Thank you

**Send Result Report**

MFP

**ECOSYS M3550idn**

Firmware Version ZNM\_2000.006.010 2017.01.18

(ZNM\_1000.007.007) [ZNM\_1100.001.004] [ZNM\_7000.006.051]

07/06/2020 15:33

Job No.: 012119

Total Time: 0'02'17"

Page: 005

**Complete**

Document:

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7/6/2020

Division of Corporations

**Florida Department of State  
Division of Corporations  
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No.	Date and Time	Destination	Times	Type	Result	Resolution/ECH
001	07/06/20 15:33	18506176380	0'02'17"	FAX	OK	200x100 Normal/On

**Eileen Pennington**

**From:** AmendmentsCorpHelp <AmendmentsCorpHelp@Dos.myflorida.com>  
**Sent:** Wednesday, August 12, 2020 12:46 PM  
**To:** Eileen Pennington  
**Subject:** RE: COASTAL RESOURCES GROUP, INC [IWOV-BWPA\_WORKSITE.FID1087204]

Good afternoon,

The Fax Audit sheet's status is REQUESTED, meaning our office has not received it.

Please re-fax your documents to the provided fax number located on the Fax Audit sheet.

Thanks,

*Terri Schroeder*

Regulatory Specialist III  
Amendments Section  
Division of Corporations  
Florida Department of State  
850 245-6049  
850 245-6897 (Fax)  
[www.sunbiz.org](http://www.sunbiz.org)

Click [here](#) for current processing dates.

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**From:** Eileen Pennington <epennington@blalockwalters.com>  
**Sent:** Monday, August 10, 2020 10:26 AM  
**To:** AmendmentsCorpHelp <AmendmentsCorpHelp@Dos.myflorida.com>  
**Subject:** COASTAL RESOURCES GROUP, INC [IWOV-BWPA\_WORKSITE.FID1087204]

**EMAIL RECEIVED FROM EXTERNAL SOURCE**

The attachments/links in this message have been scanned by Proofpoint.

I need some assistance with the status of a fax I filed on July 6, 2020 for the above entity. My concern is that I filed a similar fax for a different entity, BDSRCO, INC.- document number P12000054415 on July 16, 2020 and received confirmation from the State on July 20, 2020. I haven't received an answer to the two voicemails I left and would really appreciate any assistance you can give me. Thank you.

Eileen Pennington, FRP | Florida Registered Paralegal



WE MAKE A DIFFERENCE

802 11th Street West | Bradenton, FL 34205  
2 North Tamiami Trail, #400 | Sarasota, FL 34236

Fax Audit # (((H20000211545 3)))

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**COASTAL RESOURCES GROUP, INC.**

I, the undersigned, do hereby subscribe my name to these Amended and Restated Articles of Incorporation for the purpose of creating a Corporation, not-for-profit in nature and purpose, in accordance with Chapter 617, Florida Statutes, as now in force or hereafter amended.

**ARTICLE I**  
**NAME, ADDRESS AND INITIAL REGISTERED AGENT AND OFFICE**

The name of this Corporation shall be Coastal Resources Group, Inc. ("Corporation"). The address of the Corporation's principal place of business, and its mailing address is 1149 Calhoun Court, Venice, Florida 34293. The street address of the registered agent is 802 11<sup>th</sup> Street West, Bradenton, Florida 34205, and the name of the registered agent is Blalock Walters, P.A.

**ARTICLE II**  
**OBJECTIVES AND PURPOSES**

The general objectives and purposes of this Corporation shall be:

A. The Corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision of any future Federal tax code.

B. Conducting all activity authorized by Florida law toward the ends of conserving, managing, preserving and protecting the natural resources of Florida's coastal zone, including, but not limited to, seagrass, mangrove, coral reef and salt marsh habitats and ambient water quality upon which they depend. In addition, the Corporation shall manage an in-lieu fee program operating under the fictitious name, Keys Restoration Fund, for the purpose of restoring protecting, educating and performing scientific analysis of natural areas including, but not limited to coastal wetlands and seagrass meadows.

C. To enter into contractual agreements, including but not limited to the lease, purchase and sale, of any and all kinds of real and personal property which may be necessary or appropriate for any of the foregoing objectives and purposes and enter into agreements with persons or agents for the provision of professional services relating to the foregoing objectives and purposes.

D. To borrow money and mortgage, pledge, encumber, or otherwise hypothecate assets of the Corporation as security therefor.

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E. To employ the foregoing general purposes and objectives as guidelines, which are not to be construed as limitations. Said purposes may from time to time be changed through lawful procedures as directed by a vote of the Corporation's Directors in accordance with its published or adopted Bylaws. This Corporation shall also have all other common law and statutory powers as are provided by the laws of the State of Florida under which this Corporation is organized.

F. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

### **ARTICLE III TERM OF EXISTENCE**

Pursuant to the provisions of Section 617.0123, Florida Statutes, this Corporation shall begin existence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. This Corporation shall have perpetual existence or as determined earlier by the laws of the State of Florida, or by the vote of its Directors as provided in the Bylaws of this Corporation.

### **ARTICLE IV MEMBERS**

The Corporation shall not have Members.

### **ARTICLE V DIRECTORS OF THE CORPORATION**

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of not less than three (3) individuals who shall be elected, qualified as to their membership and hold office in accordance with the provisions of the Bylaws of this Corporation. At any meeting of the Directors, a majority of the then elected Board of Directors constitutes a quorum.

### **ARTICLE VI NAMES OF DIRECTORS AND OFFICER**

The names and addresses of the current directors who are to serve as directors until the next annual meeting of the Corporation or their successors are elected and qualified are:

Curtis R. Kruer	P. O. Box 753, Sheridan, Montana 59749
Laura Lee Flynn	11449 Calhoun Court, Venice, Florida 34293
Sarah K. Mack	1310 Saint Andrew Street, Ste. 1, New Orleans, Louisiana 70130

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The names and addresses of the current officers who are to serve as officers until the next annual meeting of the Corporation or until their successors are elected and qualified are:

Laura Lee Flynn	President
Curtis R. Kruer	Vice President

#### ARTICLE VII AMENDMENT OF THE ARTICLES OF INCORPORATION

A. The Articles of Incorporation may be altered, amended or repealed in whole or in part by the majority vote of all members of the Board of Directors of the Corporation at any duly-called and noticed regular or special meeting. Any Amendments of the Articles of Incorporation, upon the approval by the Secretary of State of Florida and upon filing in the office of the said Secretary of State and paying all required filing fees, shall become and be taken as part of these Articles of Incorporation.

B. Notwithstanding the foregoing Section A, the officers or directors of the Corporation shall not cause any amendment or alteration of the Articles of Incorporation or Bylaws to be made which would alter the intention and purposes expressed in Article II or which would conflict with the provisions of Articles VIII and IX of these Articles of Incorporation.

#### ARTICLE VIII RESTRICTIONS

Notwithstanding any other Article of these Articles of Incorporation, the Corporation:

A. Shall distribute its income, if any, for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code (or corresponding section of any future Federal tax code).

B. Will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

C. Will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

D. Will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code (or corresponding section of any Future federal tax code).

E. Will not make any expenditures as defined in Section 4945(d) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its trustees, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions

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in furtherance of Section 501(c)(3) purposes. 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 in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

#### ARTICLE IX DISSOLUTION

In the event the Corporation is dissolved by either voluntary or involuntary means, all assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, *i.e.*, charitable, educational, religious or scientific (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. The determination required hereby shall be made by the Corporation's Board of Directors in its sole discretion, applying the guidelines set forth herein. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE X INDEMNIFICATION

To the fullest extent permitted by law, the Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by, or in the right of the Corporation), by reason of the fact that such person is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgment, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including any appeal thereof if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interest of the Corporation and, with respect to any criminal action or proceeding had no reasonable cause to believe such person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

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**ARTICLE XI  
AUTHORIZATION**

The foregoing Amended and Restated Articles of Incorporation were approved and ratified by a unanimous written consent of the Directors pursuant to that certain Directors' Unanimous Written Consent to Action, dated the 26 day of June, 2020, in accordance with Section 617.0821 of the Florida Statutes and the Corporation's Bylaws. Therefore, the Secretary of State is hereby requested to approve and file these Amended and Restated Articles of Incorporation in accordance with Chapter 617, Florida Statutes.



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Laura Lee Flynn, President

Having been named as registered agent and to accept service of process for the Corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. 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.

BLALOCK WALTERS, P.A., a Florida professional  
service corporation

By: 

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Jenifer S. Schembri, Vice President