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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 900168 150991A

AUTHORIZATION :

COST LIMIT : \$ PPD

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ORDER DATE : September 24, 2004

ORDER TIME : 10:11 AM

ORDER NO. : 900168-005

CUSTOMER NO: 150991A

CUSTOMER: William N. Kirk, Esq.  
Gould Cooksey Fennell O'Neill  
Marine Carter & Hafner, P.a.  
979 Beachland Boulevard

Vero Beach, FL 32963

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DOMESTIC FILING

NAME: THE AUDUBON PARTNERSHIP FOR  
SUSTAINABILITY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 2914

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF INCORPORATION  
OF  
THE AUDUBON PARTNERSHIP FOR SUSTAINABILITY, INC.**

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04 SEP 24 AM 11:4  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purposes of forming a Corporation under Chapter 617 of the Florida Statutes, the Florida Not-for-Profit Corporation Act, hereby certifies:

**ARTICLE I  
Name**

The name of the Corporation is **The Audubon Partnership for Sustainability, Inc.**

**ARTICLE II  
Principal Office**

The address of the principal office and the mailing address of this Corporation shall be:

2145 14<sup>th</sup> Avenue, Suite 24  
Vero Beach, Florida 32960

**ARTICLE III  
Business and Purposes**

The purpose of this Corporation is to promote and develop the common good and social welfare by (a) promoting principles of sustainability as they apply to land planning and development, (b) providing consulting and other services to clients that are in keeping with the accepted principles of sustainable development, and (c) providing services and educational materials on a pro bono basis to promote the principles of sustainability.

To these ends to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount of value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purpose of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the by-laws of the Corporation, or any laws applicable thereto; to do any other act or thing incidental to or connected with the foregoing purpose or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Florida Not-for-Profit Corporation Act. In addition to the foregoing enumerated corporate purposes, the Corporation shall have all general powers enumerated in 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 by an organization exempt from federal income tax under section 501(c)(4) of the Internal Revenue Code, or corresponding provisions of any future federal tax code (the "Internal Revenue Code").

**ARTICLE IV**  
**Distribution of Net Earnings**

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 organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III above.

**ARTICLE V**  
**Distribution of Assets at Dissolution**

Upon the dissolution of the Corporation, its assets remaining after payment or provision of all debts and liabilities of the Corporation shall be distributed exclusively for one or more exempt purposes within the meaning of section 501(c)(3) or 501(c)(4) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the appropriate court of the county in which the principal office of the organization 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 VI**  
**Existence of Corporation**

This Corporation shall have perpetual existence.

**ARTICLE VII**  
**Registered Office and Registered Agent**

The initial registered office of this Corporation shall be located at **979 Beachland Boulevard Vero Beach, Florida 32963**, and the initial registered agent of this Corporation at such office shall be **William N. Kirk**. This Corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

**ARTICLE VIII**  
**Board of Directors**

The Board of Directors of this Corporation shall consist of not less than three (3) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the members or the by-laws. The business and affairs of this Corporation shall be managed by the Board of Directors, which may exercise all such powers of this Corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the members. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the by-laws of this Corporation, meetings of the directors may be held within or without

the State of Florida. Directors need not be members. The members of this Corporation may remove any director from office at any time with or without cause.

## **ARTICLE IX**

### **By-Laws**

A. The power to adopt the by-laws of this Corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this Corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the members entitled to vote thereon, or a new by-law in lieu thereof may be adopted by the members, and the members may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors.

B. The by-laws of this Corporation shall be for the government of this Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this Corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

## **ARTICLE X**

### **Amendment of Articles of Incorporation**

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

## **ARTICLE XI**

### **Additional Restrictions**

Notwithstanding any of the foregoing statements of purposes and powers, this 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; shall not engage in any act of self-dealing, as defined in section 4941(d) of the Internal Revenue Code; shall not retain any excess business holdings as defined in section 4943 (c) of the Internal Revenue Code; shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code; and shall not make any taxable expenditures, as defined in section 4945(d) of the Internal Revenue Code.

## **ARTICLE XII**

### **Incorporator**

The name and street address of the incorporator making these Articles of Incorporation is:

**Name**

William N. Kirk

**Address**

979 Beachland Boulevard  
Vero Beach, FL 32963

IN WITNESS WHEREOF, this certificate has been signed by the Incorporator, this 3rd day of September, 2004.

  
\_\_\_\_\_  
William N. Kirk, Incorporator

**THE AUDUBON PARTNERSHIP FOR SUSTAINABILITY, INC.**  
**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, **WILLIAM N. KIRK**, having been named as registered agent to accept service of process for the above-named Corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 617.0501 Florida Statutes.

**DATED** this 23<sup>rd</sup> day of September, 2004.



\_\_\_\_\_  
WILLIAM N. KIRK

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA