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TALLAHASSEE, FLORIDA

**FLORIDA NON-PROFIT CORPORATION**

**S.O.S. - Florida Lakes, Inc.**

Certificate of Status	0
Certified Copy	0
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**ARTICLES OF INCORPORATION  
OF  
S.O.S. - Florida Lakes, Inc.  
(a Florida Not For Profit Corporation)**

**FILED**  
2005 AUG 23 A 10:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned person, acting as incorporator of a corporation under the laws of the State of Florida, adopts the following *Articles of Incorporation* for such corporation not-for-profit pursuant to Chapter 617, Florida Statutes:

**SECTION ONE  
NAME AND ADDRESS**

The name of the corporation is **S.O.S. - Florida Lakes, Inc.**; the corporate address is P.O. Box 444, Avon Park, Florida 33826.

**SECTION TWO  
SPECIFIC AND GENERAL PURPOSES  
CORPORATE POWERS**

The corporation is a not for profit corporation.

1. The purpose for which the corporation is organized is to form an organization of concerned individuals to act for aquatic environmental conservation / preservation and other charitable purposes, and to perform all other acts allowed by law.
2. The specific and primary purposes for which this corporation is formed are as follows:
  - a. To represent and protect the best interest of the waterways, land, fish, and other wildlife of the state of Florida through a well-informed management policy;
  - b. To promote the wise use and management of all natural resources in the best interests of present and future generations.
  - c. To coordinate and represent the concerns of individuals that are or should be interested in the restoration, protection, wise use, management, and conservation of Florida's natural resources.
  - d. To stimulate an appreciation for, and a proper public attitude, toward the protection, management, and wise use of natural resources, especially in regard to water, plant, fish, wildlife and land management.

- e. To encourage the teaching of the ethical use of natural resources, conservation through wise management, and outdoor recreational safety to the public and in schools.
  - f. To educate the public about the pertinent facts and theories that may contribute to the restoration and the protection of Florida's waterways, land and wildlife.
  - g. To protect, conserve, and perpetuate the legacy of the natural beauty of the state of Florida.
  - h. To encourage and promote wise growth management planning throughout Florida.
  - i. To promote safety, high standards of sportsmanship and outdoor ethics.
  - j. To promote public access to the land and waterways of the state of Florida.
  - k. To promote good relations between landowners and those who utilize Florida lands for outdoor recreational purposes.
  - l. To protect and promote fishing, hunting, and many other recreational uses of Florida's outdoors.
  - m. To promote good relations between land owners and those who utilize Florida's lands for recreational purposes.
  - n. To promote the many traditional and recreational outdoor activities that lend to Florida's heritage.
  - o. To support and encourage like-minded individuals and organizations whose beliefs coincide with our goals.
3. Further, the general purpose for which this corporation is formed is to operate for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt under that Code, and to perform all other acts allowed by law.
4. 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.

5. The Corporation shall possess all powers granted corporations not-for-profit under the laws of the State of Florida and shall be subject to all restrictions imposed upon such corporations and in addition thereto the following restrictions shall pertain:
- 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 reasonable compensation for services rendered and to make expenditures in furtherance of the purposes set forth in Section 2 hereof.
  - b. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization 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 by a corporation organized under Florida Statute Chapter 617.

### SECTION THREE DURATION

The corporation shall have perpetual duration.

### SECTION FOUR MEMBERSHIP

The corporation shall have a membership distinct from the Board of Directors. Membership shall be open to all persons who are interested in furthering the charitable purposes of this corporation as set forth in Section Two. Membership status shall be determined by the Board of Directors in the adoption of Bylaws and Amendments thereto from time to time, and may embrace the qualifications for Charter, active, honorary, sustaining and lifetime membership, and establish membership fees therefore.

### SECTION FIVE

**REGISTERED OFFICE; REGISTERED AGENT**

The street address of the initial registered office of the corporation is 1001 US Highway 27 South, Avon Park, Florida 33825. The name of the registered agent at such address is DONALD O. NORTON.

**SECTION SIX  
INCORPORATOR**

The incorporator of this corporation shall be DONALD O. NORTON.

**SECTION SEVEN  
BOARD OF DIRECTORS**

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The number of directors of the corporation shall be up to twelve; provided, however, that such number may be changed by a Bylaw duly adopted pursuant to the Bylaws of this corporation.

The directors named in this certificate of incorporation as the first Board of Directors shall hold office until the first meeting of members, to be held on September 24, 2005 at 7:00 p.m. at Red's Fishing Tackle, 1001 US Hwy. 27 South, Avon Park, Florida 33825, at which time an election of directors shall be held.

Annual meetings shall be held at 1001 US Hwy. 27 South, Avon Park, Florida 33825 on the second Tuesday in January of each year, beginning in 2005, at the principal office of the corporation, or such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all the members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall describe the action taken, contain the signature of each director or directors, be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous written consent of the Board of Directors without a meeting and that

the Articles of Incorporation of this corporation authorize the Board of Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of the persons who are to serve as the initial three Directors are as follows:

<u>Name</u>	<u>Address</u>
DONALD O. NORTON	1721 N. Olivia Dr., Avon Park, FL 33825
ALAN J. JOHNSON	512 S. Verona Ave., Avon Park, FL 33825
BURTON WATKINS	2075 N. Larramore Rd., Avon Park, FL 33825

#### **SECTION EIGHT INITIAL OFFICERS**

The Board of Directors shall elect the following officers: President, Secretary, Treasurer, and such other officers as the Bylaws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

<u>Officer</u>	<u>Name and Address</u>
President	DONALD O. NORTON P.O. Box 444, Avon Park, FL 33826
Vice President	ROBERT WILSON P.O. Box 444, Avon Park, FL 33826
Secretary	ALAN J. JOHNSON P.O. Box 444, Avon Park, FL 33826
Treasurer	BONITA GOLIGHTLY P.O. Box 444, Avon Park, FL 33826

#### **SECTION NINE ADOPTION AND MODIFICATION OF BYLAWS**

The Bylaws of the Corporation shall be as adopted by the first Board of Directors. Subject to the limitations contained in the Bylaws and any limitations set forth in the laws of the State of Florida, the Bylaws of this corporation may be altered, rescinded, added to, or new Bylaws may be adopted, either by resolution of the Board of Directors or by following the procedure set forth

therefor in the Bylaws.

## **SECTION TEN DEDICATION OF PROPERTY**

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any Director, officer, or member of this corporation, or to the benefit of any private individual.

## **SECTION ELEVEN ACCEPTANCE OF GIFTS**

The Board of Directors may from time to time on behalf of the corporation accept gifts of money or securities upon such terms as they shall approve, and may hold such cash or securities in the name of the corporation or of such nominee or nominees as the Board of Directors may appoint, and may collect and receive the income of such gifts and devote the principal or income of such gifts to such benevolent or charitable purposes within the scope of the activities of the corporation as the Board of Directors may determine.

## **SECTION TWELVE DISTRIBUTION ON DISSOLUTION**

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed the Florida Wildlife Federation, a corporation which is exempt under section 501(c)3 of the Internal Revenue Code of 1986. If at the time of dissolution of SOS-Florida Lakes, the Florida Wildlife Federation does not have the exemption as described above, all the residual assets shall be turned over to one or more organizations which themselves are exempt as organizations described in section 501(c)3 and 170(c)2 of the Internal Revenue Code of 1986, as the Code or those sections may be amended or replaced from time to time. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in 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.

08-23-05 13:15 JOHN K MCCLURE PA  
08/23/05 TUE 01:02 FAX 9414539010  
08-23-05 11:58 JOHN K MCCLURE PA

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### SECTION THIRTEEN AMENDMENT

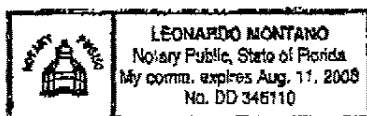
Amendments to these Articles of Incorporation may be proposed by a resolution adopted by majority vote of the Board of Directors and shall be subject to ratification and approval by two-thirds of the membership voting at any regular or special meeting in which a quorum is present, provided that written notice of such meeting containing the text of proposed amendments be furnished each member not less than ten days prior to such meeting.


I, the undersigned, being the incorporator of this corporation, whose address is 1721 N. Olivia Dr., Avon Park, FL 33825, for the purpose of forming this not for profit charitable corporation under the laws of the State of Florida, have executed these Articles of Incorporation on August 23rd, 2005.

  
DONALD O. NORTON, Incorporator

STATE OF FLORIDA  
COUNTY OF HIGHLANDS

THE FOREGOING Articles of Incorporation were acknowledged before me this 23 day of August, 2005, by DONALD NORTON, who is personally known to me or presented his FL. Driver License as identification.



  
Printed Name: LEONARDO MONTANO  
Commission No.: DD 346110  
Commission Expires: 8-11-08  
Notary Public, State of Florida at Large

(Affix notarial seal)



08-23-05 13:15 JOHN K MCCLURE PA  
08/23/05 TUE 01:03 FAX 9414539010  
08-23-05 11:53 JOHN K MCCLURE PA

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ACCEPTANCE BY REGISTERED AGENT

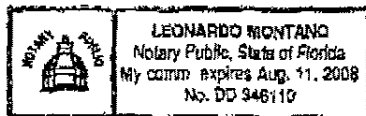
HAVING BEEN NAMED to accept service of process for the above stated nonprofit corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.


DATED this 23<sup>rd</sup> day of August, 2005.

  
DONALD O. NORTON

STATE OF FLORIDA  
COUNTY OF HIGHLANDS

THE FOREGOING Acceptance of Registered Agent was acknowledged before me this 23  
day of August, 2005, by DONALD O. NORTON, who is personally known to me.



  
Printed Name: LEONARDO MONTANO  
Commission No.: DD 346110  
Commission Expires: 8-11-08  
Notary Public, State of Florida at Large

(Affix notarial seal)

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