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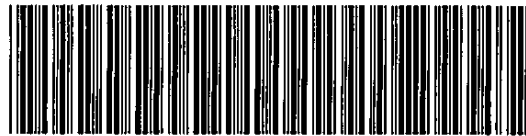
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TALLAHASSEE, FLORIDA

10/12

MELVILLE, SOWERBY & McCARTY, P.L.

ATTORNEYS AT LAW
LAUREL PROFESSIONAL PARK
2940 SOUTH 25TH STREET
FORT PIERCE, FLORIDA 34981-5605

HAROLD G. MELVILLE*
DAVID N. SOWERBY**
JAMES H. McCARTY, JR.

TELEPHONE (772) 464-7900
FAX (772) 464-8220

*BOARD CERTIFIED CIVIL TRIAL LAWYER AND
BOARD CERTIFIED BUSINESS LITIGATION LAWYER
**BOARD CERTIFIED REAL ESTATE LAWYER

October 11, 2006

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
Clifton Building, 2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Treasure Coast Conservation Trust, Inc.

To Whom it May Concern:

Enclosed herewith find the following documents for filing:

1. Articles of Incorporation of Treasure Coast Conservation Trust, Inc.; and
2. Check in the amount of \$191.25 made payable to the Secretary of State for the following:

a. Filing Fee	\$ 35.00
b. Registered Agent Fee	35.00
c. Mail-in Request Charge	8.75
d. Photocopies	25.00
e. Certified Copies of Articles	43.75
f. Certified Copies of Certificate of Status	43.75
	\$191.25

Please file the original Articles of Incorporation enclosed and return five (5) certified copies and five (5) Certificates of Status utilizing the enclosed Federal Express envelope.

Please call should you have any questions. Thank you very much.

Sincerely,



Kathleen Rosman
Assistant

kr/enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

TREASURE COAST CONSERVATION TRUST, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

I. NAME AND PRINCIPAL OFFICE

The name of the Corporation shall be **TREASURE COAST CONSERVATION TRUST, INC.** The principal place of doing business and mailing address of this Corporation shall be 332 Palms Avenue, Fort Pierce, Florida 34982.

II. DURATION

The duration of the Corporation shall be perpetual.

III. PURPOSES

A. The Corporation is organized and operated exclusively for religious, charitable, and educational purposes, as described under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, including the making of distributions for such purposes to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, which purposes shall include the following:

1. The Corporation shall hold, manage and protect land in Florida for conservation purposes including the restoration and maintenance of natural habitat, wetlands, waterways and other natural resources.

B. No part of the net earnings of the Corporation shall inure to the benefit of any individual. The Corporation shall, however, be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes. The Corporation may not carry on propaganda, or otherwise attempt to influence legislation, except to the extent permitted under the Internal Revenue Code for public charities. The Corporation shall not participate in, 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, the Corporation shall not carry on any activity 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 as amended (or the corresponding provision of any subsequent Federal tax law), and (b) by a corporation contributions to which are deductible under Section 170 of the Internal Revenue Code of 1986 as amended (or the corresponding provision of any subsequent Federal tax law).

IV. MEMBERS

The Corporation shall have no members.

V. BOARD OF DIRECTORS

A. The number of Directors constituting the Board of Directors of the Corporation shall be determined by the Board. the Board of Directors may be increased or decreased from time to time by amendment to the By-laws, but shall in no event be less than three (3).

B. The manner of election of the Board of Directors shall be as follows: An affirmative vote of a majority of the Board of Directors is necessary for the election of any person to the Board of Directors.

VI. REGULATION OF INTERNAL AFFAIRS

A. The affairs of the Corporation shall be managed by the Board of Directors.

B. The By-laws of the corporation shall be adopted by the board of Directors, which may alter, amend, or repeal the By-laws or adopt new By-laws.

VII. DISSOLUTION

A. In the event of dissolution of the Corporation, none of the property of the Corporation nor any proceeds thereof shall be distributed to or divided among any of the Directors or Officers of the Corporation or enure to the benefit of any individual.

B. Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

VIII. LIMITATIONS

A. **CORPORATE PURPOSES:** Notwithstanding any other provision of these articles, this Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state 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.

B. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.

C. **NO PRIVATE INUREMENT:** The Corporation is not recognized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporations' charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

D. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the Corporation shall consist of the carrying on or propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

E. **PUBLIC CHARITY/PRIVATE FOUNDATION:** The Corporation shall seek sources of support and operate in such manner as will enable it to qualify as a public charity pursuant to the Internal Revenue Code of 1986 as amended (or the corresponding provision of any subsequent Federal tax law). For any period, however, for which the Corporation is considered a private foundation as defined by Section 509 of the Internal Revenue Code of 1986 as amended (or the corresponding provision of any subsequent Federal tax law), the Corporation shall be subject to the following restrictions and prohibitions:

1. The Corporation shall make distributions for each taxable year at such time and in such manner as not to become subject to the tax imposed on undistributed income by Section 4942 of the Internal Revenue Code of 1986 as amended (or the corresponding provision of any subsequent Federal tax law).

2. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 as amended (or the corresponding provision of any subsequent Federal tax law).

3. The Corporation shall not retain any excess business holdings which will subject it to tax under Section 4943(c) of the Internal Revenue Code of 1986 as amended (or the corresponding provision of any subsequent Federal tax law).

4. The Corporation shall not make any investments in a manner such as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 as amended (or the corresponding provision of any subsequent Federal tax law).

5. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 as amended (or the corresponding provision of any subsequent Federal tax law).

IX. INDEMNIFICATION

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action suit or proceeding, or in connection with the defense or settlement of such action, suit or proceeding, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for gross negligence or intentional misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors of administrators) may be entitled apart from this Article.

X. REGISTERED OFFICE AND REGISTERED AGENT

The name and Florida street address of the Corporation's initial registered agent is:

Harold G. Melville, Esq.
Melville, Sowerby & McCarty, P.L.
2940 South 25th Street
Fort Pierce, Florida 34981

XI. INITIAL DIRECTORS

The names and address of the persons who are to serve as the initial Directors until their successors are elected and qualify are:

Jennifer M. Trefelner	332 Palms Avenue
	Fort Pierce, Florida 34982

Timothy J. Trefelner

332 Palms Avenue
Fort Pierce, Florida 34982

Pamela S. Lawrence

340 Palms Avenue
Fort Pierce, Florida 34982

XIII. INCORPORATOR

The name and address of the sole incorporator for these Articles of Incorporation is Jennifer M. Trefelner, 332 Palms Avenue, Fort Pierce, Florida 34982.

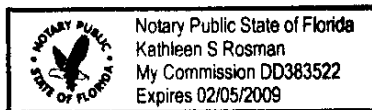
EXECUTION

11th These Articles of Incorporation are hereby executed by the incorporator on this day of October, 2006.

Jennifer M. Trefelner
JENNIFER M. TREFELNER,
Incorporator

STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me this 11th day of October, 2006 by Jennifer M. Trefelner, who is personally known to me and who acknowledged to me that she executed same as incorporator of the Treasure Coast Conservation Trust, Inc.



Kathleen S. Rosman
KATHLEEN S. ROSMAN
(Print or Type Name of Notary)
NOTARY PUBLIC, State of Florida
My commission expires 2/5/09

REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT

I hereby accept my appointment as registered agent for the Treasure Coast Conservation Trust, Inc., a Florida not for profit corporation.

Harold G. Melville, Esq.
Date: 10/11/06

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