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Of Counsel
Carol A. Vance, JD, CPA

TRANSMITTAL LETTER

TO: Florida Department of State
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

RE: Tampa Bay Estuary Coalition, Inc.

Enclosed are the following documents for filing:

1. Original and one copy of Amended Articles of Incorporation for the above referenced non-profit corporation.
2. Our firm's check payable to your order in the amount of \$43.75 representing payment of the filing fee of \$35.00, plus \$8.75 for one certified copy. Please return the certified copy to us in the enclosed stamped, pre-addressed envelope.

Thank you for your assistance.

STRATTON LAW GROUP

BY: *Virginia Dickson* PLS
Legal Assistant

Date: November 2, 2007

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED
ARTICLES OF INCORPORATION
OF**

TAMPA BAY ESTUARY COALITION, INC.

The undersigned incorporator, having legal competency to contract, hereby forms a non-profit corporation under Florida Statutes Chapter 617, the Corporation Not For Profit Act of the State of Florida.

ARTICLE I- NAME

The name of the Corporation is **TAMPA BAY ESTUARY COALITION, INC.**

ARTICLE II- DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

The corporation is organized exclusively for charitable, religious, educational, and scientific purposes as defined in the Internal Revenue Code of 1983 in Section 501 thereof, 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 section of any future federal tax code. Within the foregoing general purposes, it shall have as its specific areas of endeavor environmental restoration and protection of Tampa Bay and its watershed, the scientific study and implementation of marine conservation and estuary restoration, as well as the education of the citizenry in matters of conservation and marine life within the estuary areas of Tampa Bay and its environs.

ARTICLE IV - NON-STOCK CORPORATION

The Corporation shall have no stock, and no dividends shall be declared or paid.

ARTICLE V - APPOINTMENT OF DIRECTORS

Directors shall be appointed in accordance with the By-Laws of the Corporation.

ARTICLE VI - DIRECTORS

The number of directors constituting the Board of Directors of the Corporation shall not

be less than three (3), and the names and addresses of the persons who are to serve as initial Directors are as follows:

<u>Name</u>	<u>Address</u>
Ronnie E. Duncan	287 Cypress Trace Tarpon Springs, FL 34689
Jan Platt	3531 Village Way Tampa, FL 33629
Joe McClash	Manatee County Government P.O. Box 1000 Bradenton, FL 34206-1000

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Ronnie E. Duncan	287 Cypress Trace Tarpon Springs, FL 34689

ARTICLE VIII - INITIAL REGISTERED OFFICE & AGENT

The initial registered office shall be at 611 West Azelee Street, Tampa, Florida 33606. The initial registered agent at that office shall Stratton Smith, 611 West Azelee Street, Tampa, Florida 33606.

ARTICLE IX AMENDMENTS

These Articles may be amended by a majority vote of the Board of Directors.

ARTICLE X - MEMBERSHIP

This corporation shall not have membership.

ARTICLE XI - OFFICERS

The Corporation shall have the following officers: President, Vice President, Secretary and Treasurer. Two (2) or more of the above offices may be held by the same person. The Board of Directors shall select a Chairman from among its members, who shall also serve as President. The Board shall select persons to hold the remaining offices. Terms of office shall be the same as the terms for Directors as established in the corporate By-Laws.

ARTICLE XII - BY-LAWS

The By-Laws of the Corporation shall be made, altered, or rescinded by the majority vote of the Board of Directors.

ARTICLE XIII - LIMITATIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 in furtherance of the purposes set forth in Article Third hereof. 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities 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, or the 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 the corresponding section of any future federal tax code.

ARTICLE XIV - DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the 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 the 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. 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 XV - VOTING

This is a non-member organization and, therefore, there are no voting rights.

{execution page follows}

IN WITNESS WHEREOF, the undersigned Incorporators, Directors, and Registered Agent have executed these Amended Articles of Incorporation this 1 day of October, 2007.

[Signature]
RONNIE E. DUNCAN
Incorporator and Director

[Signature]
JAN PLATT
Incorporator and Director

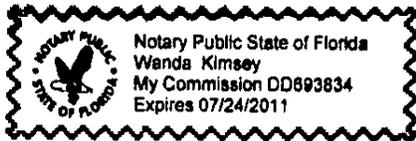
[Signature]
JOE McCLASH
Incorporator and Director

**STATE OF FLORIDA
COUNTY OF PINELLAS**

I hereby certify that personally appeared before me **RONNIE E. DUNCAN** as an Incorporator and Director of **TAMPA BAY ESTUARY COALITION, INC.:**

who is personally known to me, or
 who produced _____, as identification.

WITNESS my hand and official seal this 1 day of October, 2007.



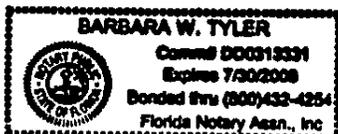
Wanda Kimsey
NOTARY PUBLIC
WANDA Kimsey
(Print Name)
Commission No. _____
Commission Expiration Date _____

**STATE OF FLORIDA
COUNTY OF MANATEE**

I hereby certify that personally appeared before me **JOE McCLASH** as an Incorporator and Director of **TAMPA BAY ESTUARY COALITION, INC.:**

who is personally known to me, or
 who produced _____, as identification.

WITNESS my hand and official seal this 9 day of October, 2007.



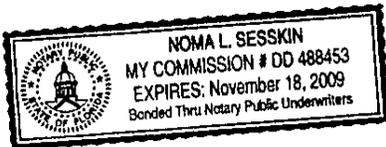
Barbara W. Tyler
NOTARY PUBLIC
(Print Name)
Commission No. _____

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

I hereby certify that personally appeared before me **JAN PLATT** as an Incorporator and Director of **TAMPA BAY ESTUARY COALITION, INC.:**

who is personally known to me, or
 who produced _____, as identification.

WITNESS my hand and official seal this 23rd day of October, 2007.



Noma L. Sesskin
NOTARY PUBLIC
NOMA L. SESSKIN
(Print Name)
Commission No. _____

Commission Expiration Date _____

**ACCEPTANCE OF REGISTERED AGENT
FOR TAMPA BAY ESTUARY COALITION, INC.**

Having been named as Registered Agent 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. 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.

Dated: 11-2, 2007

Stratton Smith
STRATTON SMITH
Registered Agent