

To:  
Subject:

# N08000000663

on: Patricia Lock

Tuesday, January 22, 2008 4:11 PM Page: 1 of 6

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((080000018059 3)))



080000018059 3

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850)417-6381

From:

Account Name : CORPDIRECT AGENT, INC.  
Account Number : 110450003710  
Phone : (850)330-1173  
Fax Number : (850)330-1640

01/22/2008 2:43:13

## FLORIDA PROFIT/NON PROFIT CORPORATION

GREEN TURTLE HAMMOCK FOUNDATION, INC

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 1       |
| Page Count            | 06      |
| Estimated Charge      | \$78.75 |

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2008 JAN 22 P 3:57

FILED

Electronic Filing Menu

Corporate Filing Menu

Help

To:  
Subject

From: Patricia Tadlock

Tuesday, January 22, 2008 4:51 PM Page: 2 of 6

H08000018059 3

**ARTICLES OF INCORPORATION  
FOR  
GREEN TURTLE HAMMOCK FOUNDATION, INC.,  
a Florida not for profit corporation**

The undersigned, pursuant to Chapter 617 of the Florida Statutes, hereby submits the following Articles of Incorporation:

**ARTICLE I**

The name of the Corporation shall be **GREEN TURTLE HAMMOCK FOUNDATION, INC.** (hereinafter referred to as "Corporation").

**ARTICLE II**

The principal office address and mailing address of the Corporation is: P.O. Box 568, 81990 Overseas Highway, Islamorada, FL 33036.

**ARTICLE III**

1. No Stock. The Corporation is organized upon a non stock basis.
2. No Members. The Corporation shall not have any members.

**ARTICLE IV**

The Corporation shall have perpetual existence.

**ARTICLE V**

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. In furtherance of such purposes, the Corporation shall be authorized:

1. To encourage, foster and conduct programs for the continuing education on the History at the Green Turtle Hammock.
2. To conduct and develop other programs within the community related to preservation of natural habitats, beautification projects and other cultural events for the benefit of the community and its citizens.
3. To solicit and accept contributions of money and property and to accept devises and bequests and all other monies and property made available by virtue of trusts, endowments, deeds of gift, annuities, policies of insurance, or otherwise, and to use, administer, invest, grant, expend, sell, lease, convey and dispose of any of its monies or

H08000018059 3

FILED  
2008 JAN 22 P 3:57  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

H08000018059 3

property and invest or reinvest any proceeds therefrom, for the furtherance of the Corporation's purposes.

4. To do all acts and things requisite, necessary, proper, and desirable to carry out and further the objects for which this Corporation is formed; and, in general, to have all rights, privileges, and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including, but not limited to, the powers described in Section 617.0302 of the Florida Statutes, subject however to the requirements of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and to the other limitations provided in these Articles of Incorporation.

#### ARTICLE VI

The street address of the Corporation's registered office is: P.O. Box 568, 81990 Overseas Highway, Islamorada, FL, 33036. The name of the Corporation's registered agent at this office is: Leslie Whaylen Clift, Village Land Steward.

#### ARTICLE VII

The number of directors may be changed, from time to time, in accordance with the Bylaws, provided that there shall at all times be at least three (3) directors. The names and addresses of the persons who shall serve as the initial board of directors until the first annual meeting of the directors or until their successors are elected and qualified are as follows:

Jill Zima-Borski  
Daryle Osborne  
Candi Graves  
Gordon Hadley  
Ted Blackburn  
Lyndsey McGlasson  
Linda Lorenz

The method of election of directors and their term of office shall be in accordance with the Bylaws.

#### ARTICLE VIII

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its 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 in furtherance of the purposes set forth in Article V 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.

H08000018059 3

H08000018059 3

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation (i) exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code; or (ii) contributions to which are deductible under Section 170(c)(2) of the Internal Revenue code of 1986, or the corresponding section of any future federal tax code.

#### ARTICLE IX

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 of 1986, as amended, or shall be distributed to the Islamorada, Village of Islands, a Florida municipal corporation, for the general purposes for which the Corporation was organized, or another organization operated exclusively for charitable purposes and which qualifies as tax exempt under the Internal Revenue Code of 1986, as amended; provided that the assets so distributed will be subject to the conditions, restrictions, and limitations to which such assets were subject to when they were assets of the Corporation.

#### ARTICLE X

To the maximum extent permitted by Florida law, the Corporation shall:

1. Indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of the Corporation), by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any 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 a person did not act in good faith and in a manner which he or she 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.

2. Indemnify any person who was or is a party to any proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonable

H08000018059 3

To:  
Subject

From: Patricia Tadlock

Tuesday, January 22, 2008 4:51 PM Page: 5 of 6

H08000018059 3

incurred in connection with the defense or settlement of such proceeding, including any appeal thereof.

Expenses incurred by an officer or director in defending a civil or criminal proceeding shall be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation.

The indemnification and advancement of expenses provided pursuant to this Article are not exclusive, and the Corporation may make any other or further indemnification or advancement of expenses of any of its directors, officers, employees, or agents, under any Bylaw, agreement, vote of disinterested director, or otherwise both as to action in his or her official capacity and as to action in another capacity while holding such office.

#### ARTICLE XI

The name and address of the incorporator is:

Leslie Whaylen Clift  
Village Land Steward  
PO Box 568  
81990 Overseas Highway  
Islamorada, FL 33036

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 27 day of December, 2007.

Leslie Whaylen Clift  
Leslie Whaylen Clift, Incorporator

2008 JAN 22 P 3:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

H08000018059 3

To:  
Subject:

From: Patricia Tadlock

Tuesday, January 22, 2008 4:51 PM Page: 6 of 6

H08000018059 3

**ACCEPTANCE BY REGISTERED AGENT**

Pursuant to the provisions of Section 617.0501 of the Florida Not For Profit Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of GREEN TURTLE HAMMOCK FOUNDATION, INC., a Florida not for profit corporation (the "Corporation"), in the Corporation's Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the designated registered office, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 27 day of December, 2007.

*Leslie Whaylen Clift*  
Leslie Whaylen Clift, Village Land Steward

FILED

2008 JAN 22 P 3:51

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H08000018059 3