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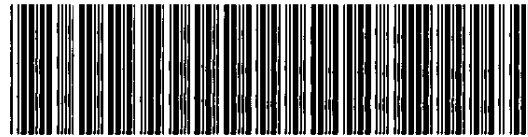
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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COVER LETTER

Department of State
New Filing Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Indian River Lagoon National Scenic Byway Coalition, Inc.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Richard Stillwagon, Special Projects Coordinator

Name (Printed or typed)

City of Titusville, Florida; 555 South Washington Avenue

Address

Titusville, FL 32796

City, State & Zip

321.383.5699

Daytime Telephone number

richard.stillwagon@titusville.com

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.



Indian River Lagoon National
Scenic Byway Coalition, Inc.

Articles of Incorporation

Adopted June, 2010

A State and National designated scenic highway

APPROVED
AND
FILED

INDIAN RIVER LAGOON NATIONAL
SCENIC BYWAY COALITION, INC.

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purposes of becoming incorporated under Chapter 617 of the laws of the State of Florida as a not-for-profit corporation under the following charter:

Article I – Corporation Name

- 1.1 The name of the Corporation shall be the Indian River Lagoon National Scenic Byway Coalition, Inc. (Coalition). The principal office location and mailing address shall be: c/o Marine Resources Council of East Florida, 3275 Dixie Highway, Northeast, Palm Bay, Florida 32905-2511.

Article II – Duration

- 2.1 The duration for which this corporation shall exist shall be perpetual, unless sooner dissolved according to law.

Article III – Purpose of Corporation

- 3.1 The purposes for which the corporation is organized are as follows:
- (a) This Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, 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 corresponding section of any future federal tax code.
 - (b) No part of the net earnings of the organization shall inure to the benefit of, or be distributed to its members, trustees, 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 distribution in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other purposes not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(c) More specifically it is to:

1. Further the goals and objectives of the Coalition's Corridor Management Plan.
2. Act as the Corridor Management Entity (CME) and to assist and cooperate with local, state and federal agencies, adjacent property owners and other organizations with an interest in promoting, maintaining and developing the intrinsic qualities of the corridor in a manner consistent with the State of Florida Scenic Highway Program and the National Scenic Byway Program.
3. Actively solicit and otherwise secure and accept gifts, grants, legacies and devises of real property, money and or other items of value to be used directly or indirectly in the furtherance of the purposes outlined in this article.
4. Actively generate broad public support and community interest in the corridor.
5. Carry on such other activities as may be incidental to, or will assist in the accomplishment of the purposes set forth above.

Article IV - Members

4.1 There shall be four classes of membership. Additional classes of membership may be created by majority vote at a duly noticed meeting.

- (a) Governmental agency appointees: Government agencies with an interest in the Byway are entitled to appoint one voting member and an alternate.
- (b) Organizational appointees: Businesses or not-for-profit organizations which file a resolution or letter of intent to support the purposes of the Coalition and the Byway shall be entitled to appoint one member and one or more alternates.
- (c) Agency and organizational appointees serve at the pleasure of their respective organizations and may be replaced at any time the agency or organization so notifies the Board of Directors.
- (d) General memberships: Individuals who wish to support the purposes of the Coalition and the Byway and to participate in its activities may register with the Coalition and be notified of meetings and activities.

4.2 Members, trustees and officers shall not, individually or personally, be liable for the debts or obligations of the Corporation.

Article V – Members Recognition

5.1 The Coalition shall issue no stock for membership; however, it may issue certificates of membership if deemed necessary or appropriate by the Board.

Article VI – Non-Profit Organization

6.1 No part of any earnings of the Coalition, or in the name of the Coalition shall inure to the benefit of any member, trustee or officer of the Corporation; and no member, trustee or officer of the Coalition or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution or liquidation of the Coalition.

- 6.2 No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding, any other provision of this document, the organization shall not carry on any other purposes not permitted to be carried on (a) by an organization exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or corresponding section of any future federal tax code.
- 6.3 Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principle 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 purpose.

Article VII – Powers, Duties and Limitations

- 7.1 The Coalition shall be organized as a publically-supported charitable foundation.
- 7.2 Notwithstanding any other provision of this certificate, the Bylaws of the Corporation or other governing document, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereinafter be amended, or by any organization, contributions to which are deductible under Section 170(c)(2) of such code and regulations as they now exist or as they may be amended.
- 7.3 The Corporation may transfer any real property or interests therein or other assets which it may hold to non-profit domestic corporations, societies or organizations engaged in charitable, benevolent, educational or other similar purpose upon such terms and conditions and amounts and proportions as the Board of Directors shall determine, and which qualify for exemption under Section 501(c)(3) of the Internal Revenue Code or similar code provision at the time of transfer.
- 7.4 The organization shall comply with all applicable laws concerning non-discrimination and agrees that it will not discriminate against any person.

Article VIII – Board of Directors

- 8.1 The affairs of the Coalition shall be managed by the Board of Directors composed of eleven elected members. The four elected officers (President, Vice President, Secretary and Treasurer) of the Coalition will serve one-year terms as Board members.

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- 8.2 The Directors shall be elected at the annual meeting and hold office in accordance with the Bylaws.

Article IX – Officers

- 9.1 The names of the Officers who are to manage the affairs of the Corporation under this charter are as follows:

- President: Richard Stillwagon
- Vice President: Tim Ford
- Secretary: Marsha Cantrell
- Treasurer: Nicole Capp Holbrook

Article X – Registered Agent

Richard Stillwagon
Special Projects Coordinator
City of Titusville, Florida
555 South Washington Avenue
Titusville, FL 32796
321.383.5699 Tel.
321.383.5705 Fax
richard.stillwagon@titusville.com

Article XI – Bylaws

- 11.1 The Board of Directors, which shall manage the business and affairs of the Corporation, shall adopt, repeal and amend such Bylaws, rules and regulations for the management of the Corporation as shall be deemed advisable by the Board, subject to applicable law.

Article XII – Incorporators

- 12.1 The name and addresses of the Incorporator:

Richard Stillwagon
Special Projects Coordinator
City of Titusville, Florida
555 South Washington Avenue
Titusville, FL 32796
321.383.5699 Tel.
321.383.5705 Fax
richard.stillwagon@titusville.com

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Richard C Stithwagon
Signature/Registered Agent
Richard C Stithwagon
Signature/Incorporator

July 22, 2010
Date
July 22, 2010
Date

APPROVED
AND
FILED

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