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**FLORIDA PROFIT/NON PROFIT CORPORATION
SAVEFLAGLERSBEACH.COM, INC.**

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ARTICLES OF INCORPORATION

OF

SAVEFLAGLERSBEACH.COM, INC. *a non-profit Florida corporation*

(Pursuant to Chapter 817, Florida Statutes.)

The undersigned has this day signed these articles of incorporation for the purpose of forming a non-profit corporation under the laws of Florida and adopts the following Articles of Incorporation.

1. Name. The name of this corporation is SaveFlaglersBeach.com, Inc. The duration of the corporation shall be perpetual.
2. Initial Objectives. The objectives of this corporation are as follows:
 - a. To make Flagler Beach the first coastal community in the United States to restore and retain a permanent, naturally sustainable dune and beach system.

Objectives

- To research all available methods for restoring and preserving Flagler County's most important and valuable asset—their Dunes and Beach
- To uncover the facts about beach and shoreline erosion and educate our community about them
- To work with city, county, neighboring counties, state, and federal leaders to accomplish our mission
- To encourage all Flagler County residents to join us as a community working toward this common goal

Core Values

- To develop a broad and beautiful beach and sand dune system
- To promote tourist and economic development by preserving our natural resource – the Beach
- To preserve wildlife, especially sea turtles and the Right Whale's birthing place

- To facilitate the development of a natural, self building, dune support system for Highway A1A

3. **Powers.** In furtherance of its objectives and to provide funds therefor, this corporation shall have the capacity and power to do any and all things necessary and appropriate to their accomplishment, including but not limited to:

a. To hold, manage and administer any and all real and personal property of every kind and description acquired by the corporation; to use and apply the whole or part of the income therefrom and the principal interest thereof exclusively for scientific or educational purposes.

b. To accept and receive by gift, devise, bequest or otherwise for the uses and purposes of this corporation, any property – real, personal or mixed – of any kind, nature or description.

c. To acquire by purchase, lease or otherwise; to own, hold, maintain and improve; to sell, exchange, mortgage, license, lease or otherwise dispose of, such real and personal property as may be necessary to further accomplish this corporation's purposes.

d. To invest and reinvest its funds and assets, subject to the limitations and conditions contained in any gift, devise, bequest or grant.

e. To make and enter into contracts and agreements of every kind and description necessary to further the purposes of this corporation and to apply for, receive, contract, administrate, and perform gifts, grants, awards, contracts, and programs to accomplish its purposes with any and all governmental, charitable, educational, or scientific organizations.

f. To lend its funds upon adequate security and to borrow for its corporate purposes and secure the same by mortgage or pledge of any and all its corporate real or personal property or both.

g. To do any and every act or thing, and to engage in any other activity or undertaking necessary or convenient to the fulfillment of the purposes of this corporation which a corporate body may lawfully do or perform.

h. To hold meetings, lectures, and other educational, business, and social programs, to engage speakers, to compile and distribute information, and to provide printed material, forms, recordings, and other presentations or materials for the benefit of the members and/or the public.

i. To collect dues, to engage in fund-raising activities, and to borrow money and to issue notes and other evidences of indebtedness and obligations from time to time for any lawful corporate purpose or objective, and to mortgage, pledge, and otherwise charge any or all its properties, rights, privileges, and assets to secure the payment thereof.

j. To establish terms and conditions of membership in the corporation.

4. Non-Profit Status. This corporation shall be a non-profit corporation and shall have no capital stock, and no dividends or pecuniary profits shall be declared or paid to the directors, officers, or members thereof. No part of the net earnings of this corporation shall inure to the benefit of any director, officer, or member of this corporation or any private individual, provided, however, that reasonable compensation may be paid for services rendered to this corporation in the furtherance of its purposes.

5. Classes of Membership. The present members of this corporation are the incorporators and directors thereof. Any person may become a member of this corporation under the terms and conditions established in the by-laws of this corporation.

6. Registered Agent. This corporation appoints Dennis K. Bayer, Esq., 109 South 6th Street, Flagler Beach, FL 32136 who has been a bona fide resident of the State of Florida for at least three years, as its Registered agent in and for the State of Florida. This appointment may be revoked at any time by the Board of Directors authorizing and directing the filing with the Florida Corporation Commission of a statement in accordance with F.S. 617.1509.

7. Known Place of Business. The known place of business of the corporation shall be: 2320 S. Flagler Avenue, Flagler Beach, FL 32136 and at such other places as from time to time may be selected by the Board of Directors. The mailing address of the corporation shall be P. O. Box 1585, Flagler Beach, FL 32136.

8. Board of Directors. The number of directors of the corporation shall be fixed and may be altered from time to time as may be provided in the by-laws. In case of any increase in the number of directors, the additional directors may be elected by the directors or by the members at an annual or special meeting, as shall be provided in the by-laws.

The names and addresses of the members of the initial Board of Directors, who shall serve until their successors are qualified according to the by-laws, are:

R. K. Hellerman
P. O. Box 1585
Flagler Beach, FL 32136

C. A. Robbins
2320 S. Flagler Avenue
Flagler Beach, FL 32136

P. W. Brown
2320 S. Flagler Avenue
Flagler Beach, FL 32136

The Board of Directors shall have full power to adopt, alter and amend the by-laws of this corporation and to make proper rules and regulations for the transaction of its affairs.

9. Incorporator. The name and address of the undersigned incorporator is: Patricia W. Brown, 2320 S. Flagler Avenue, Flagler Beach, FL 32136.

All powers, duties and responsibilities of the incorporators shall cease at the time of

delivery of these Articles of Incorporation to the Florida Corporation Commission for filing.

10. Indemnification of Officers, Directors, Employees, and Agents. Subject to the provisions of this Article, the corporation shall indemnify any and all its existing and former directors, officers, employees and agents against all expenses incurred by them and each of them including but not limited to legal fees, judgments, penalties and amounts paid in settlement or compromise which may arise or be incurred, rendered, or levied in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of services or employment as director, officer, employee or agent of the corporation, whether or not any action is or has been filed against them and whether or not any settlement or compromise is approved by a court. Indemnification shall be made by the corporation whether the legal action brought or threatened is by or in the right of the corporation or by any other person.

Whenever any existing or former director, officer, employee or agent shall report to the president of the corporation or the chairman of the Board of Directors that he or she has incurred or may incur expenses, including but not limited to legal fees, judgments, penalties, and amounts paid in settlement or compromise in a legal action brought or threatened against him or her for or on account of any action or omission alleged to have been committed by him or her while acting within the scope of his or her services or employment as a director, officer employee or agent of the corporation, the Board of Directors shall, at its next regular or at a special meeting held within a reasonable time thereafter, determine in good faith whether, in regard to the matter involved in the action or contemplated action, such person acted, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent.

If the Board of Directors determines in good faith that such person did not act, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action, indemnification shall be mandatory and shall be automatically extended as specified herein; provided, however, that no such indemnification shall be available with respect to liabilities under the Securities Act of 1933 and provided further that the corporation shall have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall have unreasonably refused to permit the corporation at its own expense and through counsel of its own choosing, to defend him or her in the action.

11. Amendment of Articles of Incorporation. These Articles of Incorporation may be amended by the affirmative vote of a majority of the members of this corporation at a meeting called for that purpose; provided, however, that in no event shall the purposes of this corporation be changed, and Articles 5 and 12 hereof shall not be altered or amended in any manner or way whatsoever.

12. Conflict of Interest Policy

The purpose of this conflict of interest policy is to protect this non-profit organization's ("hereinafter "Organization") interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer for director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not

replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

(A) Definitions:

1. **Interested Person:** Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person. If a person is an interested person with respect to any entity in the health care system of which the Organization is a part, he or she is an interested person with respect to all entities in the health care system.

2. **Financial Interest:** A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

a. an ownership or investment interest in any entity with which the Organization has a transaction or arrangement;

b. a compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement; or

c. a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

(B) Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

(C) Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

(D) Procedures for Addressing the Conflict of Interest.

(1) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of

Interest.

(2) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(3) After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(4) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

(E) Violations of the Conflicts of Interest Policy.

(1) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(2) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

(F) Records of Proceedings.

The minutes of the governing board and all committees with board delegated powers shall contain:

(1) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

(2) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

(G) Compensation.

(1) A voting member of the governing board who receives compensation, directly or

indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

(2) A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

(3) No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

(4) Individuals who receive compensation from the Organization, whether directly or indirectly or as employees or independent contractors, are precluded from membership on any committee whose jurisdiction includes compensation matters.

(H) Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. has received a copy of the conflicts of interest policy.
- b. has read and understands the policy.
- c. has agreed to comply with the policy; and

(I) Periodic Reviews

To ensure the Organization operates in a manner consistent with not for profit purposes, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(1) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

(2) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further not for profit purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

(J) Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

13. Dissolution. Upon dissolution of this 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 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.

: IN WITNESS WHEREOF, the following incorporators have signed these Articles of Incorporation this date: August 1 2011.

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.

Dennis K. Bayer
Dennis K. Bayer, Esq.

Date: 8-1-11

Patricia W. Brown
Patricia W. Brown, Incorporator

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