

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
Waterfront Parks Foundation, Inc.

Certificate of Status	1
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**ARTICLES OF INCORPORATION
OF
WATERFRONT PARKS FOUNDATION, INC.**

The undersigned incorporator to these articles of incorporation hereby forms corporation not for profit (the "Corporation") under the laws of the State of Florida as follows:

ARTICLE I

Name, Principal Place of Business, and Mailing Address

The name of the Corporation is: Waterfront Parks Foundation, Inc. The principal place of business and mailing address are: 1311 48th Avenue NE, St. Petersburg, Florida 33703.

ARTICLE II

Term of Existence

The date when corporate existence shall commence shall be the date of the filing of these articles of incorporation by the office of the Florida Department of State and the Corporation shall have perpetual existence thereafter.

ARTICLE III

Purpose

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, or the corresponding section of any future federal tax code (the "Code"), including, but not limited to:

- 1) erecting or maintaining public buildings, monuments, or works;
- 2) lessening the burdens of government; and
- 3) combating community deterioration.

The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual, and no part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation.

ARTICLE IV

Members

The qualifications of members and the manner of admission of members shall be as specified in the bylaws of the Corporation.

ARTICLE V
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 100 South Ashley Drive, Suite 400, Tampa, Florida 33602 and the name of its initial registered agent at such address is CFRA, LLC, a limited liability company organized and existing under the laws of the State of Florida.

ARTICLE VI
Directors

The Corporation shall have thirteen (13) directors initially. The number of directors may be increased or decreased from time to time and their election and appointment shall be as specified in the bylaws of the Corporation, provided that the Corporation shall always have at least three (3) directors. The name and address of each initial director of the Corporation who shall serve until his successor is duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Sherry McBee	6041 16th Lane NE St. Petersburg, Florida 33703
Tami Simms	105 4th Avenue NE, # 407 St. Petersburg, Florida 33701
Kent Lydecker	300 Beach Drive NE, # 401 St. Petersburg, Florida 33701
Phil Graham, Jr.	1311 48th Avenue NE St. Petersburg, Florida 33703
Charles Osterholt	586 Normandy Road Madeira Beach, Florida 33708
Ed Montanari	3345 Maple Street NE St. Petersburg, Florida 33704
Robert Lovejoy	11 Central Avenue St. Petersburg, Florida 33701
Joan Jaicks	459 Bayview Drive NE St. Petersburg, Florida 33704

Peter Betzer	1830 Crescent Lake Drive St. Petersburg, Florida 33704
Doug Fisher	910 Brightwaters Boulevard NE St. Petersburg, Florida 33704
Will Michaels	6215 Bahama Shores Drive South St. Petersburg, Florida 33705
Don Howe	1500 1st Street North St. Petersburg, Florida 33704
Marty Wallace	288 Beach Drive NE, 10-B St. Petersburg, Florida 33701

ARTICLE VII
Incorporator

The name and address of the incorporator signing these articles of incorporation are:

<u>Name</u>	<u>Address</u>
Joel B. Giles	c/o Carlton Fields, P.A. 4221 West Boy Scout Boulevard, Suite 1000 Tampa, Florida 33607

ARTICLE VIII
Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors of the Corporation.

ARTICLE IX
Amendment

These articles of incorporation may be amended in the manner provided by law.

ARTICLE X
Dissolution

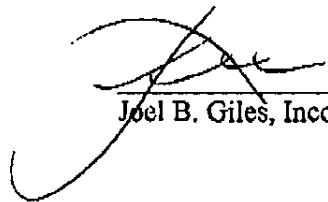
Upon a dissolution of the Corporation, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Code, or to the federal, state, or local government for exclusive public purpose.

ARTICLE XI
Limitations

Section 1. Legislative and Political Activity. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements in connection with) any political campaign on behalf of or in opposition to any candidate for public office.

Section 2. Property. The property, assets, profits, and net income of the Corporation are dedicated irrevocably to the purposes set forth herein. No part of the Corporation's profits or net earnings shall inure to the benefit of its directors, officers, members, or to the benefit of any private individual.

The undersigned incorporator has executed these articles of incorporation this 31st day of October, 2012.



Joel B. Giles, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, the undersigned hereby 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 is familiar with and accept the duties and obligations of its position as registered agent.

Dated this 31st day of October, 2012.

Registered Agent

CFRA, LLC

By: 

JOEL B. GILES,
its Authorized Agent

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