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BOCA GRANDE SEA TURTLE CONSERVANCY INC.**

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*Amend Restated*  
T. LEMUEUX  
FEB 12 2015

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Audit File #: H15000350383

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
BOCA GRANDE SEA TURTLE ASSOCIATION, INC.**

**(Formerly Boca Grande Sea Turtle Conservancy Inc.)**

(A Florida Corporation Not For Profit)  
(Document Number: N13000005474)

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Boca Grande Sea Turtle Association, Inc., a Florida not for profit corporation, formerly known as Boca Grande Sea Turtle Conservancy Inc. (the "Corporation"), pursuant to Section 617.1007 of the Florida Not For Profit Corporation Act, hereby files the following Amended and Restated Articles of Incorporation (the "Amended Articles"), to make changes to the Articles of Incorporation of the Corporation originally filed on June 12, 2013. The Amended Articles were duly adopted by the Board of Directors of the Corporation. The members of the Corporation were not entitled to vote on the adoption of these Amended Articles.

**ARTICLE I  
Name**

The name of this Corporation is **BOCA GRANDE SEA TURTLE ASSOCIATION, INC.** (hereinafter called the "Corporation").

**ARTICLE II  
Corporate Nature**

The Corporation is a corporation not for profit organized pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.

**ARTICLE III  
Address**

The address of the principal office of the Corporation shall be: 1629 Jean Lafitte Drive, Boca Grande, Florida 33921.

The mailing address of the Corporation shall be: P.O. Box 478, Boca Grande, Florida 33921.

**ARTICLE IV  
Duration**

The period of the duration of the Corporation is perpetual unless dissolved according to law.

Horlick & Corbridge, P.A.  
1314 E. Venice Ave., Ste. D  
Venice, FL 34285  
(941) 484-5656  
FL Bar No.: 0292583

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## **ARTICLE V**

### **Purposes**

The Corporation is organized exclusively for charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The Corporation may initiate, carry on and otherwise provide direct support only for programs that have charitable, scientific, literary or educational purposes and may make distributions for one or more of the purposes set forth in the first sentence of this Article V to organizations organized and operated exclusively for such purposes at the times of such distributions and that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code.

Subject always to the foregoing, the Corporation will endeavor to advance the causes related to conservation of sea turtle habitats, and monitoring sea turtle nests and hatchlings on Gasparilla Island, including but not limited to obtaining financial support and more importantly volunteer support to monitor the progress of turtle nesting on Gasparilla Island and to seek and administer public and governmental support and funding for programs in aid of these and other similar causes.

## **ARTICLE VI**

### **Powers**

The Corporation shall have all of the powers, privileges, rights, and immunities necessary or convenient for carrying out the purposes set forth in Article V hereof, and all the benefits, privileges, rights and powers created, given, extended or conferred now or hereafter, by the provisions of all applicable laws of the State of Florida pertaining to corporations not for profit, including any additions or amendments thereto. Without limiting the generality of the foregoing, the Corporation is empowered:

- (i) to acquire, own, maintain and use its assets for the purposes set forth in Article V hereof;
- (ii) to buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of its purposes set forth in Article V hereof;
- (iii) to borrow money and issue evidence of indebtedness in furtherance of any or all its purposes set forth in Article V hereof, and to secure the same by mortgage, pledge or other lien on the Corporation's property;
- (iv) to raise funds by any legal means for the accomplishment of its purposes set forth in Article V hereof; and

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(v) to do and perform all acts reasonably necessary to accomplish its purposes set forth in Article V hereof.

#### **ARTICLE VII Management**

All power and authority of the Corporation shall be vested in and exercised by its Board of Directors, which shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided in the bylaws of the Corporation. The number of directors of the Corporation shall be not less than three (3) persons. The number and method of election of directors shall be as stated in the bylaws of the Corporation. The voting and other rights of the members of the Board of Directors shall be as provided in the bylaws of the Corporation.

#### **ARTICLE VIII Current Board of Directors**

The number constituting the current Board of Directors of the Corporation is eight (8). The names and addresses of the persons who shall serve as the initial Board of Directors of the Corporation are as follows:

Grace Harvey  
P.O. Box 478  
Boca Grande, FL 33921

Charles E. McConnell  
P.O. Box 478  
Boca Grande, FL 33921

Maureen McConnell  
P.O. Box 478  
Boca Grande, FL 33921

Nancy Lingeman  
P.O. Box 478  
Boca Grande, FL 33921

Betty Beall  
P.O. Box 478  
Boca Grande, FL 33921

Melanie Lahurd  
P.O. Box 478  
Boca Grande, FL 33921

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Mel Csank  
P.O. Box 478  
Boca Grande, FL 33921

Karl Knapp  
P.O. Box 478  
Boca Grande, FL 33921

#### **ARTICLE IX Members**

The Corporation shall not have voting members but may have supporting members and volunteers as provided in the bylaws of the Corporation.

#### **ARTICLE X Dissolution**

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, 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 corresponding provisions of any subsequent federal tax laws or to the federal, state or local government for a public purpose or to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

#### **ARTICLE XI Restrictions**

- A. 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.
- B. 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.

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- C. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or 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 of 1986, as amended, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future federal tax code.

#### ARTICLE XII

##### Registered Office; Registered Agent

The street address of the Corporation's registered office in the State of Florida is 1629 Jean Lefitte Drive, Boca Grande, Florida 33921, and the name of its registered agent at such office is Charles E. McConnell.

IN WITNESS WHEREOF, the undersigned, has signed these Amended and Restated Articles of Incorporation on this 9 day of February, 2015.

**BOCA GRANDE SEA TURTLE  
ASSOCIATION, INC.**

By: Grace Harvey  
Grace Harvey, President

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**BOCA GRANDE SEA TURTLE ASSOCIATION, INC.**

**CONSENT OF REGISTERED AGENT**

HAVING BEEN NAMED as Registered Agent for the above Corporation at the office designated in the foregoing Amended and Restated Articles of Incorporation, I am familiar with and hereby accept the duties and responsibilities as Registered Agent for **BOCA GRANDE SEA TURTLE ASSOCIATION, INC.**

IN WITNESS WHEREOF, the undersigned, has executed this Consent on February 10, 2015.

  
\_\_\_\_\_  
Charles E. McConnell, Registered Agent