

N16000006409

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☐ PICK-UP

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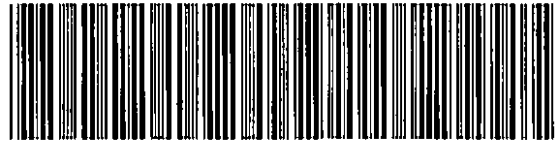
(Business Entity Name)

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Restated

Articles & N/C

06/08/21--01038--023 **52.50

Effective date 7-1-21

06/08/21--01038--023 **52.50

CLERK OF STATE
JUL 14 2021

2021 JUN -8 PM 12 30

FILED

JUL 14 2021
A RAMSEY

A RAMSEY

COVER LETTER

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

SUBJECT: Updates to Northwest Cape Coral Foundation, Inc. (DOCUMENT# N16000006409)

CORPORATE NAME

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

☐ \$35.00 ☐ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$43.75 ☒ \$52.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status
ADDITIONAL COPY REQUIRED

FROM: Grady Parker

Name (Printed or typed)

3601 Ceitus Pkwy

Address

Cape Coral, Fla 33991

City, State & Zip

703-298-4335

Daytime Telephone number

gfp@gttsp.com

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

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

FILED

2027 JUN -8 PM 12 30

U. S. SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME Northwest Cape Coral Foundation, Inc.
The name of the corporation is:

See Attached

The text of the Restated Articles is as follows:

ARTICLE III OFFICERS AND/OR DIRECTORS (optional)

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

Type of Action
(Check One)

Title

Name

Address

See Attached

1) Change

 Add

 Remove

2) Change

 Add

 Remove

3) Change

 Add

 Remove

4) Change

 Add

 Remove

5) Change

 Add

 Remove

6) Change

 Add

 Remove

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: Grady Parker
Address: 3601 Ceitus Pkwy
Cape Coral, Fla 33991

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

Grady F. Parker

Required Signature/Registered Agent

6/3/2021

Date

ARTICLE VI ARTICLE CONSOLIDATION

These adopted restated articles of incorporation supersede the original articles of incorporation and all amendments to them.

ARTICLE VII REQUIRED ADOPTION INFORMATION

Adoption of Amendment(s) (CHECK ONE)

☐ These restated articles of incorporation contain an amendment to the articles of incorporation which required member approval. The date of adoption of the amendments was _____, and the votes cast were sufficient for approval

☒ These restated articles of incorporation were adopted by the board of directors.

ARTICLE VIII EFFECTIVE DATE:

7/1/2021

Effective date, if other than the date of filing: _____ (OPTIONAL)

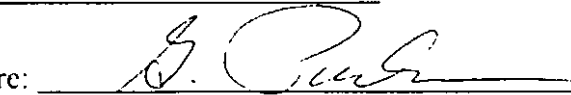
(If an effective date is listed, the date must be specific and cannot be more than 90 days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Dated: **6/3/2021**

Signature: _____



(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee or other court appointed fiduciary by that fiduciary)

Grady F. Parker

(Typed or printed name of person signing)

Treasurer and Registered Agent

(Title of person signing)

ARTICLES OF INCORPORATION
FRIENDS OF THE CAPE CORAL ENVIRONMENT, INC.

ARTICLE I
NAME

The name of the corporation shall be Friends of the Cape Coral Environment, Inc.

ARTICLE II
ADDRESSES

The principal office street address is 3601 Ceitus Pkwy Cape Coral, Florida 33991

The mailing address is PO BOX 53 Cape Coral, Florida 33993

ARTICLE III
PURPOSE

Friends of the Cape Coral Environment, Inc. is organized exclusively for charitable, research and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Code law.

The Mission of Friends of the Cape Coral Environment, Inc. is to protect and enhance quality of life in Cape Coral including but not limited to the sustainability of estuaries, wetlands, and aquatic preserves through research, education, and demonstration projects and to collaborate with citizens, local businesses, universities and other non-profit community-based organizations which have similar interests. In promoting quality of life in Cape Coral, projects may include but are not limited to open-air recreational spaces such as kayak launches, parks, bicycle and walking trails, median beautification and sound barriers.

To maximize its impact, Friends of the Cape Coral Environment, Inc. will seek to collaborate with citizens, local businesses, universities and other community based non-profit organizations which fall under the 501(c)(3) section of the Internal Revenue Code and are operated exclusively for research, educational, and charitable purposes.

ARTICLE IV
MEMBERSHIP OF THE CORPORATION

There shall be no members of the Corporation. The Board of Directors shall, for purposes of any statute or rule of law relating to Florida non-profit corporations, act as the members of the Corporation, and shall have all the rights and privileges of members as permitted by the Florida Non-Profit Corporation Code Chapter 617, Florida Statutes (F.S.), as amended. The procedures and other rules relating to the Board of Directors shall apply to all actions taken by the Board of Directors when acting as the members of the Corporation.

ARTICLE V

MANNER OF ELECTION

Candidates for Director shall be nominated by the Board of Directors or a committee thereof. The Board of Directors shall elect Directors to fill the vacancies created by the expiration of the Directors' terms of Office at the annual meeting of the Board of Directors or, if not held, at the next scheduled regular meeting or a special meeting called for that purpose. Directors shall cumulate their votes when voting to fill more than one vacancy on the Board of Directors. The Board of Directors shall fill any vacancy in the Board of Directors resulting from an increase in the number of Directors or the resignation, removal, or death of Director as soon as is practicable at a regularly scheduled or special meeting of the Board of Directors. The remaining Directors, though less than a majority of the whole authorized number of Directors may, by a vote of the majority of their number, fill any vacancy in the Board for the unexpired term. Each Director will serve a three-year term, which expires on the date of the annual meeting of the Directors held in the year following the year of their election and which may be renewed as many times as such Director is elected or until his or her successor is elected, or until his or her earlier resignation, removal from office or death. A Director elected to fill a vacancy created by resignation, removal, death or an increase in the number of Directors shall serve until the next annual meeting of the Directors and/or until his or her successor is elected.

ARTICLE VI

DIRECTORS

Section 1. Number. Unless increased by an action of the Board, the Board of Directors of the Corporation will consist of at least three (3) and no more than eleven (11) Directors with the exact number to be determined by resolution of the Board, however, the Corporation, in no case, shall ever have less than three (3) Directors. Initially, the Board of Directors shall be composed of seven (7) Directors.

Section 2. Qualifications and Role of Directors. The Directors shall have a strong interest in the welfare of the Corporation and in the sustainability of estuaries, wetlands and aquatic preserves through research, education and demonstration projects and in supporting other non-profit community-based organizations which have similar interests. Each Director should be willing and able to attend all meetings, both regular and special, and also be willing to accept special assignments and serve on committees.

Section 3. Vacancies. A vacancy because of death, resignation, or removal of a Director shall be filled by the Board of Directors for the unexpired term of such office.

Section 4. Meetings. The annual meeting of the Board of Directors shall be held each year in July at a date and time established by the Board at the principal office of the Corporation or, if not held as scheduled, at such time, date, and place as a majority of the Directors may determine. The Board of Directors may, by resolution, provide for regularly scheduled meetings of the Board. Special meetings may be called at any time by the President or by any two (2) Directors. The rules contained in the current edition of Robert's Rules of Order Newly Revised, shall govern the applicable procedure at

meetings, as long as such rules are not inconsistent with these Articles of Incorporation, Florida law, or any special rules the Board of Directors may adopt.

Section 5. Quorum and Voting. The physical presence of a simple majority of the total number of Directors shall constitute a quorum for the transaction of business at all meetings of the Board of Directors. A vote of a simple majority of the Directors physically present at a meeting at which a quorum is present shall be required to effectuate action on all matters within the powers of the Board of Directors unless otherwise provided by law or herein. The Directors shall for purposes of this section be deemed present and able to vote at such meeting if a conference telephone or similar communications equipment is used by means of which all persons participating in the meeting can communicate with each other at the same time.

Section 6. Notice. Notice of any meeting of the Board of Directors shall be given in accordance with these Articles of Incorporation. Unless waived, notice of each annual, regular, or special meeting communicating the day, hour and place (but not the purpose) shall be given to each Director by the Secretary of the Corporation not more than sixty (60) days nor less than three (3) days before any such meeting. Notice of any meeting of the Board of Directors, acting in their capacity as members or as the Board, need not be given to any Director, however, if waived by such Director and such waiver is filed with the Secretary either before or after the holding thereof.

Section 7. Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if a written consent to such action is signed by all of the Board of Directors and is filed with the minutes of proceedings of the Board of Directors. Such a written consent may be signed by facsimile signatures which shall be construed as originals, and on separate but identical documents which shall be construed as one original.

Section 8. Committees. The Board of Directors may create an Executive Committee and such other committee or committees as the Directors may determine. At least one (1) Director shall be a member of each committee. A simple majority of the members of any such committee shall constitute a quorum, and the act of a simple majority of the votes cast at a meeting at which a quorum is present shall be the act of the committee. In every instance, however, the final action on all committee business shall be in the nature only of recommendations to the Board of Directors.

Section 9. Removal/Resignation of Directors. Any Director may be removed, with or without cause, at any time by the majority vote of the entire Board of Directors excluding the person whose removal is under consideration. Any Director may resign by tendering a written resignation to the Board of Directors. The resignation shall be effective upon receipt of the writing by the Board of Directors or at any later date specified therein, and the resignation shall require no further action to be effective. Vacancies in the Board of Directors shall be filled in accordance with Section 3 of this Article VI

Section 10. Powers of Directors. The authority of the Corporation shall be exercised by the Directors of the Corporation or shall be exercised under their direction in accordance with the law. Subject to the provisions of Florida law in general, the Florida Nonprofit Corporation Law and the Articles of

Incorporation, the Board of Directors shall do and perform every act and thing whatsoever which it shall deem necessary, expedient or advisable to carry out the purposes of the Corporation.

Section 11. Honorary Directors. Any individual, whether an emeritus director or not, who has provided extraordinary service to the Corporation over a period of time, may be honored with the title "Honorary Director", at the discretion of the Board, by a majority vote of the Board. Honorary Directors are not voting members of the Board and are permitted but not required to attend meetings.

ARTICLE VII

OFFICERS

Section 1. Number, Title and Election. The officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer, and may include such other officers and assistant officers as the Board of Directors shall deem advisable, each of whom shall be elected by the Board at the annual meeting of the Board or any meeting called wholly or in part for the purposes thereof. Officers shall hold office for a term of one year, or until their successors are elected and qualified, except in the event of their earlier death, resignation, or removal. An officer's term may be renewed as many times as such officer is elected. The officers may be, but are not required to be, members of the Board of Directors of the Corporation.

Section 2. Vacancies. A vacancy in any office because of death, resignation, or removal of an officer shall be filled by the Board of Directors for the unexpired term of such office.

Section 3. Resignation or Removal of Officers. An officer of the Corporation may resign at any time by tendering his or her resignation in writing to the Board of Directors and such resignation shall become effective immediately upon its delivery to the Board. An officer of the Corporation may be suspended or removed at any time, with or without cause, by the Board of Directors. The election or appointment of an officer for a term of office shall not be deemed to create contract rights.

Section 4. President. The President shall preside at all meetings of the Board and shall direct the operations and oversee the administration of the Corporation in all its activities in conformance with and subject to the policies and goals established by the Board of Directors of the Corporation.

Section 5. Vice President. In the absence of the President, the Vice President shall perform the duties of President, and shall perform other duties as may be required by the Board of Directors or the President.

Section 6. Secretary. The Secretary shall be responsible for providing notice of meetings to the Board of Directors where notice is required and shall keep a record of the proceedings of the Board of Directors, and shall perform other duties as may be required by the Board of Directors or the President.

Section 7. Treasurer. The Treasurer shall act as the fiscal officer of the Corporation and shall have custody of the cash, securities, and other assets of the Corporation. The Treasurer shall receive contributions, bequests, revenues, and other assets to which the Corporation is entitled and disburse funds as directed by the Board of Directors, maintaining appropriate records thereof. The

Treasurer shall maintain appropriate books of account and supporting records and shall prepare and file (or cause to be prepared and filed) all returns and related reports required by federal and state statutes and regulations and by the Board of Directors. In addition, the Treasurer shall perform other duties as may be required by the Board of Directors or the President.

ARTICLE VIII

INDEMNIFICATION OF DIRECTORS, OFFICERS AND EMPLOYEES

To the extent permitted by Florida law, the Corporation shall indemnify any present or former Director, officer, committee member, administrative staff resource person to a committee, or key administrative staff employee against expenses (including attorney's fees), judgments, decrees, fines, penalties, amounts paid in settlement, and other liabilities in connection with the defense of any pending or threatened action, suit, or proceeding whether criminal, civil, administrative, or investigative, to which such person is or could reasonably expect to be made a party, provided:

- a) that such person was not guilty of willful or wanton misconduct in the performance of their duty to the Corporation;
- b) that such person acted in good faith in what they reasonably believed to be the best interests of the Corporation; and
- c) that, in any matter the subject of a criminal action, suit, or proceeding, such person had no reasonable cause to believe that their conduct was unlawful.

The determination as to (a), (b), and (c) above shall be made:

- a) by a majority vote of a quorum of the Board of Directors consisting of said Directors who are not or were not parties to or threatened with such action, suit, or proceeding; or
- b) if such a quorum is not available, or even if obtainable, if a majority of such quorum of disinterested Directors so directs, by a written opinion of independent legal counsel to whom the matter may be referred by a majority of Directors. Any independent counsel or a firm associated with the attorney shall not have performed services for the corporation or any person to be indemnified within the past five years.

The termination of any claim, action, suit, or proceeding by judgment, order, settlement, conviction, or plea of guilty or nolo contendere shall not create a presumption that such person did not meet the standards of conduct set forth in this Article.

The indemnification provided by this Article shall not be deemed exclusive of, or in any way to limit, any other rights to which any person eligible for indemnification may be or may become entitled as a matter of law, or pursuant to the Articles of Incorporation, agreements, insurance coverage, or otherwise. The indemnification provided by this Article shall continue as to a person who has ceased to be a Director, officer, committee member, administrative staff resource person, or key

administrative staff employee and shall inure to the benefit of the heirs, executors, and administrators of such person.

Irrespective of the provisions of this Article, the Board of Directors at any time or from time to time, may approve the indemnification of Directors and officers or other persons to the full extent permitted by the provisions of the Florida General Non-Profit Corporation Code at the time in effect, whether on account of past or future transactions. The extension of rights of indemnification hereunder by liberalization of any existing law of the State of Florida

ARTICLE IX

CONTRACTS BETWEEN CORPORATION AND RELATED PERSONS

To the greatest extent allowed by Florida law, any contract or other transaction between this Corporation and one or more of its Directors, or between this Corporation and any entity of which one or more of this Corporation's Directors are interested shall be valid for all purposes, notwithstanding the presence of such Director at the meeting at which the Board of Directors of the Corporation acts upon, or in reference to, such contract or transaction, and notwithstanding the participation of the Director in such action, if the fact of such interest shall be disclosed or known to the Board of Directors, and the Board of Directors nevertheless, authorize, approve or ratify such contract or transaction by a vote of a majority of the Directors present. Unless Florida law otherwise prohibits or permits, the interested Director may be counted in determining whether a quorum is present, but may not be counted in voting upon the matter or in calculating the majority of such quorum necessary to carry such vote. This Article IX shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE X

BOOK AND RECORDS

The Corporation shall keep correct and complete books, records, and minutes of the Board of Directors' meetings. The Secretary of the Corporation shall keep an accurate list of the names and addresses of the Board of Directors.

ARTICLE XI

DISSOLUTION OF THE CORPORATION

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, or the 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction 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.

ARTICLE XII
AMENDMENTS

These Articles of Incorporation shall be amended or amended and restated by a majority of the entire Board of Directors.

ARTICLE XIII
OFFICERS AND/OR DIRECTORS

Don Apking, President
4425 Sands Blvd
Cape Coral, Fla 33914

Patricia White, Vice President
3601 Ceitus Pkwy
Cape Coral, Fla 33991

Alix Godbout, Secretary
4401 SW 25th Court
Cape Coral, Fla 33914

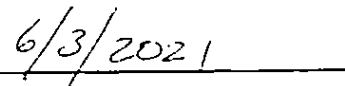
Grady Parker, Treasurer
3601 Ceitus Pkwy
Cape Coral, Fla 33991

REGISTERED AGENT

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



Grady F. Parker, Registered Agent
3601 Ceitus Pkwy
Cape Coral, Fla 33991



Date:

ARTICLE III

OFFICERS AND/OR DIRECTORS (optional)

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added: (Attach additional sheets, if necessary) Please note the officer/director title by the first letter of the office title: P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change PT John Doe
X Remove V Mike Jones
X Add SV Sally Smith

<u>Type of Action</u>	<u>Title</u>	<u>Name</u>	<u>Address</u>
Remove	P	John J. Jacobs	3332 NW 2ND TERRACE CAPE CORAL, FL 33993
Add	P	Don Apking	4425 Sands Blvd Cape Coral, Fla 33914
Remove	V	Linda Stevens	1807 NW 38TH AVE. CORAL, FL 33993
Add	V	Patricia White	3601 Ceitus Parkway, Cape Coral, Fla 33991
Remove	S	Kenneth Weiss	P.O. BOX 23 MATLACHA, FL 33993
Add	S	Alix Godbout	4401 SW 25 th Court Cape Coral, Fla 33914
Remove	T	Wendy Jacobs	3332 NW 2ND TERRACE CAPE CORAL, FL 33993
Add	T	Grady Parker	3601 Ceitus Parkway, Cape Coral, Fla 33991