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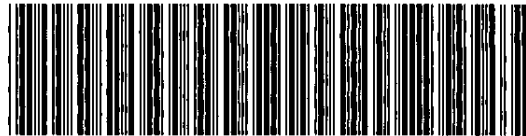
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COVER LETTER

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

SUBJECT: **FLORIDA BAY FOREVER SAVE OUR WATERS INC**
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is 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

ADDITIONAL COPY REQUIRED

FROM: **ELIZABETH J JOLIN**
Name (Printed or typed)

81991 OLD HWY
Address

ISLAMORADA, FL 33036
City, State & Zip

305-393-0994
Daytime Telephone number

ELIZABETHJOLIN@BELLSOUTH.NET
E-mail address: (to be used for future annual report notification)

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

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the state of Florida.

1. The name of the corporation is:

FLORIDA BAY FOREVER SAVE OUR WATERS INC


2. The name and address of the registered agent and office is:

ELIZABETH J JOLIN

81991 OLD HWY

ISLAMORADA FL 33036

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

_____ 

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Florida Bay Forever Save Our Waters, Inc.

ARTICLES OF INCORPORATION

SECTION I: ARTICLES OF INCORPORATION of the undersigned, a majority of whom are citizens of the United States, desiring to form a Florida Not-For-Profit Corporation under Florida Statute Ch. 617, et seq., do hereby certify:

FIRST: The name of the corporation shall be: Florida Bay Forever Save Our Waters, Inc.

SECOND: The place in the State of Florida where the principal office of the corporation is to be located is 81991 Old Hwy, Islamorada, FL 33036, the Village of Islamorada, Monroe County.

THIRD: The mission of this non-profit organization is to educate Monroe County citizens and visitors to our community about the Florida Bay and Everglades National Park and to call for immediate action on Everglades restoration in accordance with the Comprehensive Everglades Restoration Plan (CERP) and the Central Everglades Planning Project (CEPP).

FOURTH: The names and addresses of the persons who are the initial incorporators of the corporation are as follows:

1. NAME: Mike Forster President
ADDRESS: P.O. Box 1459, Islamorada, FL 33036
2. NAME: Xavier Figueredo Secretary
ADDRESS: P.O. Box 826, Islamorada, FL 33036
3. NAME: Elizabeth Jolin Treasurer
ADDRESS: 81991 Old Hwy, Islamorada, FL 33036

The name and address of the person who is the initial Registered Agent is as follows:

Registered Agent: Elizabeth Jolin
ADDRESS: 81991 Old Hwy, Islamorada, FL 33036

The name and address of the person who is the initial incorporator is as follows:

Initial Incorporator Name: Elizabeth Jolin
ADDRESS: 81991 Old Hwy, Islamorada, FL 33036

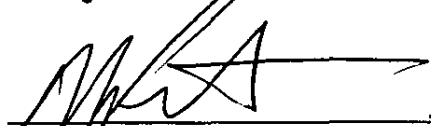
Number, Election, and Term of Office. The Board of Directors shall consist of a minimum of three (3) members and no more than seven (7) members. Directors need not be residents of the State of Florida. Election to the Board of Directors shall be by majority vote of the members of the Board of Directors, which shall occur, except in the case of filling vacancies, at each annual meeting thereof.

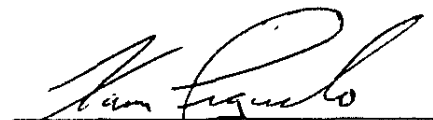
FIFTH: No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the

carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate on, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

SIXTH: 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(s), as said court shall determine which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 20 day of June, 2016.


Mike Forster


Xavier Figueredo


Elizabeth Jolin

**BYLAWS
OF
Forever Florida Bay Save Our Waters, Inc.**

**ARTICLE I
OFFICES**

Section 1. Registered Office. The Forever Florida Bay Save Our Waters, Inc. shall at all times maintain in the State of Florida a registered agent, whose business office shall be the registered office of the Forever Florida Bay Save Our Waters, Inc..

Section 2. Other Offices. The Forever Florida Bay Save Our Waters, Inc. may also have such other offices within or without the State of Florida as the Board of Directors may, from time to time, designate, and as the business and affairs of the Forever Florida Bay Save Our Waters, Inc. may require.

**ARTICLE II
PURPOSES**

Section 1. Nature of Corporation. The Forever Florida Bay Save Our Waters, Inc. nonprofit corporation formed under Florida Statute 617, which is organized and shall be operated in accordance with the meaning and provisions of Section 501(c)(3) of the Internal Revenue Code and the regulations issued thereunder.

Section 2. Primary Purposes. The Forever Florida Bay Save Our Waters, Inc. is organized for the purposes set forth in its Articles of Incorporation which are filed with the State of Florida.

**ARTICLE III
BOARD OF DIRECTORS**

Section 1. General Powers. The Board of Directors shall have the general power to manage and control the affairs and property of the Forever Florida Bay Save Our Waters, Inc., and shall have full power, by majority vote, to adopt rules and regulations governing the action of the Board of Directors.

Section 2. Number, Election, and Term of Office. The Board of Directors shall consist of a minimum of three (3) members and no more than seven (7) members. Directors need not be residents of the State of Florida. Election to the Board of Directors shall be by majority vote of the members of the Board of Directors, which shall occur, except in the case of filling vacancies, at each annual meeting thereof.

Section 3. Officers. The Board of Directors may designate from among its members a President, Vice-President, Secretary, Treasurer and such other officers as it may consider appropriate with such duties as it may prescribe.

Section 4. Vacancies. Any vacancy occurring on the Board of Directors shall be filled by such person as shall be elected by the remaining members of the Board of Directors.

Section 5. Annual and Regular Meetings. The Board of Directors shall hold an annual meeting at such time and place as the Board of Directors shall by resolution prescribe. The Board of Directors may by resolution prescribe the time and place of such other regular meetings.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any reasonable date, hour, and place, either within or without the State of Florida, as the date, hour, and place for holding any special meeting of the Board called by them.

Section 7. Notice. Notice of any special meeting of the Board of Directors shall be given at least fifteen (15) days previously thereto by written notice delivered personally or sent by mail, telegram, facsimile or other means of electronic transmission to each Director at his address as shown in the records of the **Forever Florida Bay Save Our Waters, Inc.** If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at, and the purpose of, any annual meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting.

Section 8. Quorum and Proxies. A majority of the total number of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but, if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice. Proxies shall not be permitted.

Section 9. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.

Section 10. Compensation. Directors as such shall not receive any stated salaries for their services but may be reimbursed for reasonable expenses. Nothing herein shall be construed to

preclude any Director from serving the **Forever Florida Bay Save Our Waters, Inc.** in any other capacity and receiving compensation therefor.

Section 11. Informal Action. Any action may be taken without a meeting of the Directors if consent in writing setting forth the action so taken shall be signed by all of the Directors.

Section 12. Resignation; Removal. (a) A Director may resign from the Board of Directors at any time by giving notice of his resignation in writing addressed to the President or Secretary of the **Forever Florida Bay Save Our Waters, Inc.** or by presenting his written resignation at an annual, regular, or special meeting of the Board of Directors. (b) Except as otherwise provided by law, at any meeting of the Board of Directors called expressly for that purpose, any Director may be removed, with or without cause, by the vote of a majority of the Directors then in office.

ARTICLE IV REGULAR COMMITTEES

Section 1. Purposes. The Board of Directors may establish such regular committees to assist it in the performance of its duties as it considers appropriate.

Section 2. Number, Election, and Term of Office. The number of members of each regular committee shall be determined by the Board of Directors. Members of each regular committee shall be elected by the affirmative vote of a majority of the Board of Directors and shall serve until resignation or removal by the affirmative vote of a majority of the Board of Directors.

Section 3. Officers. The President may designate from among the members of each regular committee a Chairman and Vice Chairman of such committee, and such other officers as the President may determine. The Chairman, Vice Chairman, and any other officers of each such committee shall have such duties as the President prescribes.

Section 4. Vacancies. Vacancies in the membership of any committee shall be filled by the Board of Directors.

Section 5. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at the meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules. Each committee may adopt rules for its own government not inconsistent with the Bylaws or with rules adopted by the Board of Directors.

Section 7. Powers. Each regular committee shall have such powers as the Board of Directors may grant it consistent with law, the Articles of Incorporation, and the Bylaws.

ARTICLE VII OFFICERS

Section 1. Officers. The Officers of the **Forever Florida Bay Save Our Waters, Inc.** shall be a President, Vice President, Secretary, Treasurer, and such other Officers as may be elected in accordance with the provisions of this Article

Section 2. Election and Term of Office. The Officers of the **Forever Florida Bay Save Our Waters, Inc.** shall be elected by a majority vote of the members of the Board of Directors at the organizational meeting and at every annual meeting of the Board thereafter, except that new offices may be created and filled at any meeting of the Board of Directors

Section 3. Removal. Any Officer may be removed upon an affirmative vote of two-thirds of the entire Board of Directors, whenever in its judgment the best interests of the **Forever Florida Bay Save Our Waters, Inc.** would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the chief executive officer of the **Forever Florida Bay Save Our Waters, Inc.** and, in general, shall supervise and control all of the business and affairs of the **Forever Florida Bay Save Our Waters, Inc.**. He may sign, with the Secretary or any other proper Officer of the **Forever Florida Bay Save Our Waters, Inc.** authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments or documents which the Board of Directors has authorized to be executed; and he shall perform all such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Vice President. In the event the death, resignation or removal of the President, the person who serves as Vice President shall assume the office of President until the Board of Directors elects a successor to the President and shall perform all such other duties as may be prescribed by the Board of Directors from time to time.

Section 7. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law; be custodian of the corporate records and seal; and perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 8. Treasurer. The Treasurer shall be responsible for all funds and securities of the **Forever Florida Bay Save Our Waters, Inc.**; receive and give receipts for monies due and payable to the **Forever Florida Bay Save Our Waters, Inc.** and deposit all such monies in the name of the **Forever Florida Bay Save Our Waters, Inc.** in such banks, trust companies or

other depositories as shall be selected in accordance with the provisions of the Bylaws; and perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

ARTICLE VIII CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents of the **Forever Florida Bay Save Our Waters, Inc.**, in addition to or in place of the Officers so authorized by the Bylaws, to enter into a contract or execute and deliver any instrument or document in the name and on behalf of the **Forever Florida Bay Save Our Waters, Inc.**, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, and Similar Documents. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the **Forever Florida Bay Save Our Waters, Inc.**, shall be signed by such Officer or Officers and/or agent or agents of the **Forever Florida Bay Save Our Waters, Inc.** and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. Deposits. All funds of the **Forever Florida Bay Save Our Waters, Inc.** shall be deposited from time to time to the credit of the **Forever Florida Bay Save Our Waters, Inc.** in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts and Contributions. The Board of Directors may accept on behalf of the **Forever Florida Bay Save Our Waters, Inc.** any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the **Forever Florida Bay Save Our Waters, Inc.** Such contributions, gifts, bequests, or devises shall be in conformity with the laws of the United States, the State of Florida, and any other relevant jurisdiction.

ARTICLE IX BOOKS AND RECORDS

The **Forever Florida Bay Save Our Waters, Inc.** shall keep correct and complete books and records of account and also shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors.

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**ARTICLE X
FISCAL YEAR**

The fiscal year of **Forever Florida Bay Save Our Waters, Inc.** shall begin on the first day of January and end on the last day of December in each year.

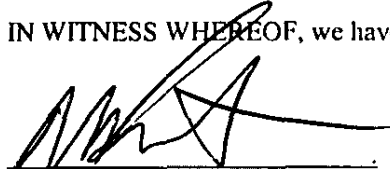
**ARTICLE IX
WAIVER OF NOTICE**

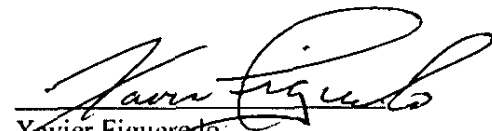
Whenever any notice is required to be given under the provisions of the law of Florida or under the provisions of the Articles of Incorporation or the Bylaws of the **Forever Florida Bay Save Our Waters, Inc.**, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

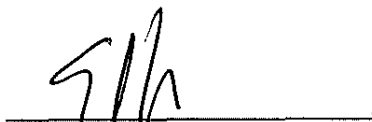
**ARTICLE XII
AMENDMENTS TO BYLAWS**

The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by majority vote of the Board of Directors present at any annual, regular or special meeting, if at least fifteen (15) days written notice is given of intention to alter, amend or repeal the Bylaws or to adopt new Bylaws at such meeting.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 20 day of June, 2016.


Mike Forster


Xavier Figueredo


Elizabeth Jolin