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C. CARROTHERS

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Sunken Gardens Forever Foundation, Inc.

**DOCUMENT NUMBER:** NI6000009310

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Robin L. Reed

(Name of Contact Person)

(Firm/ Company)

705 16th Avenue NE

(Address)

St. Petersburg, FL 33704

(City/ State and Zip Code)

rlreed@tampabay.rr.com

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

For further information concerning this matter, please call:

Robin L. Reed

727

825-0480

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

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|--|--|---|---|

**Mailing Address**

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

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Amended and Restated  
Articles of Incorporation of  
Sunken Gardens Forever Foundation, Inc.  
(A Florida Not for Profit Corporation)  
#N16000009310

FILED  
2016 NOV 14 AM 7:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Chapter 617, Florida Statutes, the following Amended and Restated Articles of Incorporation of Sunken Gardens Forever Foundation, Inc. a Florida corporation, not for profit, originally incorporated as Sunken Gardens Forever Foundation, Inc., duly organized to do business under the laws of the State of Florida, with its Certificate of Incorporation having been filed with the Office of the Secretary of State on the 21<sup>st</sup> day of September, 2016, is submitted. There are no members or members entitled to vote on the amended and restated Articles of Incorporation.

These amended and restated Articles of Incorporation were adopted by the board of directors of said Corporation at a regular meeting with a quorum being present which was held on November 8, 2016. This meeting of the directors met the requirements of both the Articles of Incorporation and the bylaws.

The Articles of Incorporation of the Corporation are hereby amended and restated as follows:

ARTICLE I

Name of Corporation: The name of this corporation shall be Sunken Gardens Forever Foundation, Inc.

Article II

Principal Office: The principal office of the corporation is located at:  
9039 Baywood Park Drive  
Seminole, FL 33777

Article III

Purpose: This corporation is formed exclusively for charitable and fundraising purposes within the meaning of section 501(c)(3) of the Internal Revenue Code and its purposes consist of the following:

1. To promote the continued preservation of Sunken Gardens as a unique example of an Old Florida Roadside Tourist Attraction
2. To promote an appreciation for Sunken Garden's historic and natural resources, and to protect and enhance the plant and animal collections to be found at Sunken Gardens
3. To aid, support and assist by gifts, contributions, or otherwise, special projects at Sunken Gardens

4. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations or governmental bureaus, departments or agencies.
5. All of the foregoing purposes shall be exercised exclusively for charitable and educational purposes in such a manner that the corporation will qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code.

#### Article IV

**Manner of Election:** The method of selection of the Board of Directors and number of directors shall be stated in the bylaws. Any person of good character who is interested in the objectives of this Association shall be eligible for Board membership. Non-Board members may be invited to regular and special meetings, serve on committees except as chairman, and attend Board of Director meetings by invitation.

#### Article V

**Term:** This Association shall have perpetual existence.

#### Article VI

**Initial Officers and Directors:**

President – Robin L. Reed, 705 16<sup>th</sup> Avenue NE, St. Petersburg, FL 33704

Vice-President – Mary Anna Matthews, 210 11<sup>th</sup> Street E, Street, St. Petersburg, FL 33715

Secretary – Carol Skey, 5053 Dover Street, St. Petersburg, FL 33703

Treasurer – Nancy Preis, 9039 Baywood Park Drive, Seminole, FL 33777

Director – Lesli Larmon, 4303 46<sup>th</sup> Avenue N, St. Petersburg, FL 33714

Director – Chris Stewart, 1125 3<sup>rd</sup> Avenue S, St. Petersburg, FL 33715

Director – Robin Gonzalez, 2520 Jetton Avenue, Tampa, FL 33629

Director (Non-voting) – Lauren Kleinfeld, 7905 Seminole Boulevard, #3401, Seminole, FL 33772

Director (Non-voting) – Bill O’Grady, 1125 3<sup>rd</sup> Avenue S, St. Petersburg, FL 33715

#### Article VII (Board of Directors)

The control and conduct of the property and business of the Association shall be vested in the Board of Directors. The Board shall also determine the policies of the Association. Membership of the Board shall consist of the four elected Officers, two non-voting representatives of Sunken Gardens, and three members appointed by the President with the consent of a majority of the seated Board.

#### Article VIII (Officers)

The Officers of this Association shall be a President, Vice-President, Secretary, and Treasurer. At the annual meeting the directors shall elect these officers from its own body. They shall hold office for a term of one year. The bylaws shall provide for the removal of officers and shall establish the duties of each officer.

#### Article IX (Bylaws)

The bylaws of this association shall be made and adopted by a majority vote of the Board of Directors of the Association present at a meeting called for that purpose and said bylaws may from time to time be amended, altered, or rescinded by a majority vote of the Board of Directors at the annual meeting or any special meeting called for that purpose, provided however, that notice of the proposed amendment has been given to the Board members.

#### Article X (Annual Meeting)

There shall be an annual meeting of the Board of Directors of this corporation each calendar year at a time established by the bylaws.

#### Article XI (Dissolution)

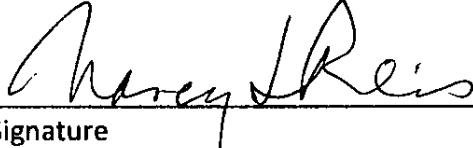
Upon dissolution of this organization, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to an organization which has been recognized as exempt under section 501 (c)(3) of the Internal Revenue Code, or to the Federal Government, or to a state or local government or a public purpose, or to a trust fund for Sunken Gardens, to be executed by the last known members of the Board of Directors.

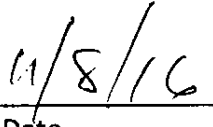
#### Article XII (Appointment of Initial Registered Agent)

The initial registered office and initial registered agent of this corporation shall be as follows:

Nancy Preis  
9039 Baywood Park Drive  
Seminole, FL 33777

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.

  
Signature

  
Date

Article XIII (Incorporator)

The name and address of the incorporator forming this non-profit corporation is as follows:

Robin L. Reed  
705 16<sup>th</sup> Avenue NE  
St. Petersburg, FL 33704

IN WITNESS, WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 8<sup>th</sup> day of November 2016.

By: Robin L. Reed  
Robin L. Reed  
Incorporator