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COR AMND/RESTATE/CORRECT OR O/D RESIGN  
SUNKEN GARDENS FOREVER FOUNDATION, INC.

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August 23, 2023

## FLORIDA DEPARTMENT OF STATE

Division of Corporations  
SUNKEN GARDENS FOREVER FOUNDATION, INC.  
9039 BAYWOOD PARK DRIVE  
SEMINOLE, FL 33777

SUBJECT: SUNKEN GARDENS FOREVER FOUNDATION, INC.  
REF: N1600009310

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

Only one document can be filed. You can either submit the amendment form or the amended and restated articles.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Tammi Cline  
Regulatory Specialist II Supervisor

FAX Aud. #: H23000292883  
Letter Number: 323A00019679

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**OF**

**SUNKEN GARDENS FOREVER FOUNDATION, INC.**

**ARTICLE 1: NAME AND MAILING ADDRESS**

The name of this corporation is Sunken Gardens Forever Foundation, Inc., (the "Corporation"), and its principal office or mailing address is 1825 4<sup>th</sup> Street N., St. Petersburg, FL 33704.

**ARTICLE 2: DURATION**

This Corporation shall exist perpetually, commencing as of the date of acceptance and filing of the Articles by the Secretary of State of the State of Florida.

**ARTICLE 3: PURPOSE**

This Corporation is formed exclusively for charitable and fund raising 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.

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#### ARTICLE 4: RESTRICTIONS ON CORPORATE POWERS

The Corporation shall possess all powers granted corporations not-for-profit under the laws of the State Of Florida and shall be subject to all restrictions imposed upon such corporations and in addition thereto the following restrictions pertain:

1. Net Earnings. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make expenditures in furtherance of the purposes set forth in Article 3 hereof.

2. Activities. No substantial part of the activities shall be the participation in political campaigns 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 (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or (ii) by corporation contributions which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law); or (iii) by a corporation organized under Part I of Chapter 617 of the Florida Statutes.

#### ARTICLE 5: 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 Corporation 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 6: TERM

This Corporation shall have perpetual existence.

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ARTICLE 7. OFFICERS AND DIRECTORS

The names and addresses of the directors and officers of this Corporation are:

OFFICER	NAME	ADDRESS
President	Robin L. Reed ✓	705 16 <sup>th</sup> Avenue NE, St. Petersburg, FL 33704
Vice-President	Dick Shafer ✓	1825 4 <sup>th</sup> Street N St. Petersburg, FL 33704
Secretary	Steve Viti ✓	1825 4 <sup>th</sup> Street N St. Petersburg, FL 33704
Treasurer	Doug O'Dowd ✓	1825 4 <sup>th</sup> Street N St. Petersburg, FL 33704
Director	Mary Anna Matthews	1825 4 <sup>th</sup> Street N St. Petersburg, FL 33704
Director	LoriAnn Gorey	1825 4 <sup>th</sup> Street N St. Petersburg, FL 33704
Director	Kate Gausche ✓	1825 4 <sup>th</sup> Street N St. Petersburg, FL 33704
Director	Tess Mullinax ✓	1825 4 <sup>th</sup> Street N St. Petersburg, FL 33704
Director	Mallory Posey ✓	1825 4 <sup>th</sup> Street N St. Petersburg, FL 33704
Director	Ted Mallin	1825 4 <sup>th</sup> Street N St. Petersburg, FL 33704
Director (Non-voting)	Elizabeth Herendeen	1825 4 <sup>th</sup> Street N St. Petersburg, FL 33704

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ARTICLE 8. BOARD OF DIRECTORS

The control and conduct of the property and business of the Corporation shall be vested in the Board of Directors. The Board shall also determine the policies of the Corporation. Membership of the Board shall consist of the four elected Officers, at least three members appointed by the President with the consent of a majority of the seated Board and the Sunken Gardens Manager, as a non-voting member. The Board of Directors may be increased or decreased as provided in the Bylaws but shall never be less than three voting members. In addition, the make-up of the Board of Directors may be revised as provided in the Bylaws. The Directors shall hold their offices for three years or such other period as the Bylaws shall determine.

ARTICLE 9. OFFICERS

The Officers of this Corporation 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 10: BYLAWS

The bylaws of this Corporation shall be made and adopted by a majority vote of the Board of Directors of the Corporation 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 11: 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 12: 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 13: ACCEPTANCE OF GIFTS, DEVISES AND BEQUESTS: APPLICATION THEREOF

The officers or Directors of the Corporation may accept on its behalf any designated contribution, gift or devise consistent with the general purposes of the Corporation. Where consistent with the needs of the Corporation designated contributions by donors will be accepted and designations honored as to special funds, purposes or uses. The Corporation at all times reserves all rights over, interest in and control of such contributions in the full discretion as to the ultimate expenditure or distribution of the contribution in satisfaction of any specified fund, purpose or use. The Corporation shall, at all times, have full control over all donated funds and discretion as to their use so as to ensure that all contributions will be used to carry out its purposes as set out in Article 3. In the event the Corporation shall be beneficiary of any gift, devise or bequest, subject to conditions subsequent with respect to the administration or alienation of said property, the Corporation shall, at all times, act in a manner consistent with such conditions and the purposes to be served by such conditions.

#### ARTICLE 14: APPOINTMENT OF REGISTERED AGENT

The registered office and registered agent of this Corporation shall be as follows: Robin L. Reed, 705 16<sup>th</sup> Avenue NE, St. Petersburg, FL 33704.

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ARTICLE 15: INCORPORATOR

The name and address of the incorporator forming this non-profit Corporation is as follows: Robin L. Reed, 705 16th Avenue NE, St. Petersburg, FL 33704.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this Aug 15, 2023.

Steven M. Viti

Doc. No. 18506176380-2023-0815

Secretary

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