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Florida Department of State  
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Email Address: evan@cowfordconservation.org

**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
COWFORD CONSERVATION, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$35.00

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
COWFORD CONSERVATION, INC.  
A FLORIDA NOT FOR PROFIT CORPORATION**

**DOCUMENT NO: N21000010334**

Pursuant to the provisions of Section 617.1006, Florida Statutes, the board of directors of COWFORD CONSERVATION, INC., a Florida not for profit corporation (the "Corporation"), approved and adopted these Articles of Amendment to the Corporation's Articles of Incorporation (there being no members or members entitled to vote on the amendments contained herein) on the 24<sup>th</sup> day of March, 2023, by which the Articles of Incorporation filed with the Florida Secretary of State on August 30, 2021 are hereby amended and restated in their entirety to read as follows:

**ARTICLE I.  
NAME**

The name of the Corporation is COWFORD CONSERVATION, INC.

**ARTICLE II.  
PRINCIPAL OFFICE**

The principal office and mailing address of the Corporation is 2301 University Boulevard W, Jacksonville, Florida 32217.

**ARTICLE III.  
PURPOSE**

The purposes for which the Corporation is organized are exclusively charitable, scientific, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, and the purposes of the Corporation shall be limited exclusively to the charitable, scientific and educational purposes set forth below (each an "Exempt Purpose" and collectively the "Exempt Purposes"). In carrying out such purposes, this Corporation shall have all of the powers and authorities granted by statute and the laws of the State of Florida, including the power and authority to accept gifts, devise and other contributions for charitable and educational purposes, to hold and administer the funds and properties received and to expend, contribute and otherwise dispose of funds or properties for charitable purposes either directly or by contribution to other Section 501(c)(3) organizations organized and operated exclusively for charitable purposes; provided, however, that said powers and authorities shall be exercised only in furtherance of charitable, scientific and educational purposes.

The primary purposes of the Corporation shall be to (i) inform, aid, and assist Section 501(c)(3) organizations that are organized and operated exclusively for charitable purposes by raising and distributing funds for the use of such organizations in furtherance of their charitable purposes, (ii) inform, aid and assist governmental agencies and the scientific community by cooperating with scientific studies of fisheries off the Florida coast, and (iii) informing and educating the public of developments in fisheries management and conservation.

In addition, the Corporation may, and is hereby authorized and empowered to, (i) contribute to or otherwise assist other corporations, organizations and institutions carrying on one or more Exempt Purpose; (ii) solicit and receive funds and other property, real, personal and mixed, and interests therein, by gift, transfer, devise or bequest, and invest, reinvest, hold, manages, administer expend and apply such funds and property, subject to such conditions and limitations, if any, as may be expressed in any document evidencing such gift transfer, devise or bequest; and in furtherance of one or more Exempt Purpose; (iii) acquire by purchase,

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exchange, lease, judicial order or decree, or otherwise, any property, real or personal, and to take, hold, administer, operate, manage, lease, dispose of, sell, mortgage, pledge and otherwise deal with the same; and (iv) exercise such additional powers as now are or hereinafter may be conferred by law upon a corporation organized for one or more Exempt Purpose, or necessary or incidental to the powers so conferred, or conducive to the attainment of one or more Exempt Purpose, subject to such limitations as are or may be prescribed by law.

#### **ARTICLE IV. MANNER OF ELECTION**

The method of election of directors shall be stated in the bylaws.

#### **ARTICLE V. INITIAL DIRECTORS**

The names and addresses of the directors of this Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Rami M. Ashouri	2301 University Boulevard W Jacksonville, Florida 32217
Evan Tucker	2301 University Boulevard W Jacksonville, Florida 32217

#### **ARTICLE VI. INITIAL REGISTERED AGENT AND STREET ADDRESS**

The street address of the initial registered office of the Corporation is 2301 University Boulevard W, Jacksonville, Florida 32217 and the name of its initial registered agent at such address is RAMI M. ASHOURI.

#### **ARTICLE VII. INCORPORATOR**

The name and address of the incorporator is RAMI M. ASHOURI, 2301 University Boulevard W, Jacksonville, Florida 32217.

#### **ARTICLE VIII. DISPOSITION OF CORPORATE ASSETS UPON DISSOLUTION**

Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future United States Internal Revenue law, or shall be distributed to the federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court located in the county in which the principal office of the Corporation is then located, exclusively for such purposes.

#### **ARTICLE IX. RESTRICTIONS**

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 payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the

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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 any candidate for public office. Notwithstanding any other provision of this document, 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, or corresponding section of any future United States Internal Revenue law, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future United States Internal Revenue law.

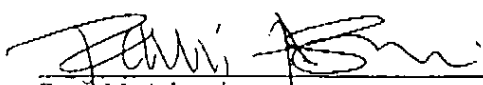
DONE AND EXECUTED by the undersigned President of the Corporation in Jacksonville, Duval County, Florida on this 24<sup>th</sup> day of March, 2023.

COWFORD CONSERVATION, INC.

By:   
Evan Tucker, President

**CONSENT OF THE REGISTERED AGENT**

Having been named as registered agent to accept service of process for the 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.

  
Rami M. Ashouri

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**CERTIFICATE**

Pursuant to Section 617.1007(3), Florida Statutes, the undersigned president and secretary of COWFORD CONSERVATION, INC., a Florida not for profit corporation (the "Corporation"), on behalf of the Corporation, hereby certify that the Amended and Restated Articles of Incorporation filed concurrently herewith:

1. Contains one or more amendments to the Articles of Incorporation filed with the Florida Secretary of State on August 30, 2021 and assigned document number N21000010334 which require member approval.

2. The amendments include the addition of certain operating restrictions that are required for the Corporation to be treated as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 and such other amendments as are stated in the Amended and Restated Articles of Incorporation which are filed concurrently with this Certificate.

3. There are no members or members entitled to vote on the amendments, and the amendments were adopted by the board of directors of the Corporation March 24, 2023.

Dated and executed this 24<sup>th</sup> day of March, 2023.

**COWFORD CONSERVATION, INC.**

By:   
Evan Tucker, President

Attest:

  
Carolyn Tucker, Secretary

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