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Florida Department of State
Division of Corporations
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FLORIDA
COMMERCIAL
SERVICES

FLORIDA PROFIT/NON PROFIT CORPORATION
Blue Water Conservation Trust Inc.

| | |
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| Certificate of Status | 0 |
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411

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Corporate Filing Menu

Help

**ARTICLES OF INCORPORATION
OF
BLUE WATER CONSERVATION TRUST INC.**

I, the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

**ARTICLE I
Name and Address**

The name of this corporation shall be:

BLUE WATER CONSERVATION TRUST INC.

The address of this corporation shall be 1841 Worrington Street, Sarasota, Florida 34231, or such other address within the State of Florida as the Board of Directors may from time to time designate.

**ARTICLE II
Purposes**

(a) The corporation is organized and shall be operated exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. The corporation seeks to conserve water, land, and wildlife through land protection and restoration in order to protect the diversity of life for the benefit of wildlife and people. The corporation is organized to accept, hold, administer and disburse such funds as may from time to time be contributed to the corporation for charitable purposes, including for such purposes the making of distributions to organizations described in section 501(c)(3) and the conduct of other charitable activities as determined by the corporation's Board of Directors.

(b) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, 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 purpose set forth herein.

(c) The corporation itself shall not carry on propaganda or otherwise attempt in any way to influence legislation or participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(d) Notwithstanding any provisions of these Articles of Incorporation, the corporation (a) shall not (1) carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3), or (ii) by a corporation, contributions for which are deductible under section 170(c)(2), (2) engage in any act of self-dealing (as defined in section 4941(d)), (3) retain any excess business holdings (as defined in section 4943(c)), (4) make any investments in such manner as to subject the Foundation to tax under section 4944, or (5) make

any taxable expenditures (as defined in section 4945(d); and (b) shall distribute its income for each taxable year at such time and in such manner as to not subject the corporation to tax under section 4942.

(e) Upon dissolution of the corporation, the Board of Directors of the corporation shall, after paying or making provision for payment of all liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations operated exclusively for charitable purposes as shall at that time qualify as an exempt organization or organizations under section 501(c)(3), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of general 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 III

Powers

This corporation shall have and exercise all powers provided by the laws of the State of Florida pertaining to corporations not for profit including, but not limited to, Chapter 617 of the Florida Statutes and future amendments thereto, or succeeding statutes pertaining to corporations not for profit in the State of Florida, necessary or convenient to effect any and all of the for athletic purposes for fostering amateur sports for which the corporation is organized, subject, however, to the following:

(a) This corporation shall be operated exclusively for, and shall only have the power to perform, activities exclusively within the meaning, requirements and effect of Section 501(c)(3) of the Code.

(b) This corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code or corresponding provisions of any subsequent Federal tax law.

(c) This corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code or corresponding provisions of any subsequent Federal tax laws.

(d) This corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code or corresponding provisions of any subsequent Federal tax laws.

(e) This corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code or corresponding provisions of any subsequent Federal tax laws.

(f) This corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent Federal tax laws.

(g) This corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Code or corresponding provisions of any subsequent Federal tax laws.

ARTICLE IV
Term of Existence

The term for which this corporation is to exist shall be perpetual.

ARTICLE V
Incorporator

The name and address of the incorporator to these Articles of Incorporation is as follows:

Albert Joerger
1841 Worrington Street
Sarasota, Florida 34231

ARTICLE VI
Officers and Directors

The Corporation will have no members. The officers shall be elected annually by majority vote of the Board of Directors. The officers thus to be elected shall be a President, a Vice President, a Secretary and a Treasurer and such other officers as may be provided for in the bylaws of the corporation. Multiple offices may be held by the same person. The duties of the respective officers and the manner of filling vacancies in the office of the corporation shall be provided in the bylaws.

All powers of the Corporation shall be exercised solely and exclusively through its Board of Directors. The Corporation initially shall have six (6) directors. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation, provided that the number of directors shall never be fewer than three (3). The method of election and removal of directors shall be as set forth in the Bylaws of the Corporation. The names and addresses of the initial Directors are as follows:

Albert Joerger
1841 Worrington Street
Sarasota, Florida 34231

Evona Poplawski
4490 Riverwood Avenue
Sarasota, Florida 34231

Daniel J. DeLeo
Shumaker, Loop & Kendrick, LLP
240 South Pineapple Avenue, 11th Floor
Sarasota, Florida 34236

David Bauer
36 Stires Drive
Bolton Landing, New York 12814

Max Berube
119 Orchard Road
Skaneateles, New York 13152

Lauren Monforte
7121 Woodchuck Hill Road
Fayetteville, New York 13066

ARTICLE VII **Indemnification**

The Corporation may indemnify the incorporator, any officer or director, or any former officer or director, to the fullest extent permitted by law.

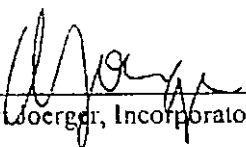
ARTICLE VIII **Registered Office and Registered Agent**

The name of the corporation's initial registered agent is Albert Joerger, and the street address of the corporation's initial registered office is 1841 Worrington Street, Sarasota, Florida 34231. The corporation may change its registered office or its registered agent both by filing with the Department of State of the State of Florida a statement complying with Section 617.0502, Florida Statutes.

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2022 JUL -8 AM 11:55
STATE OF FLORIDA
TALLAHASSEE

Signature Page Follows

IN WITNESS WHEREOF, I have executed these Articles of Incorporation for the uses and purposes therein expressed on this 4th day of July, 2022.


Albert Loegerer, Incorporator

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CLERK OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES,
THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

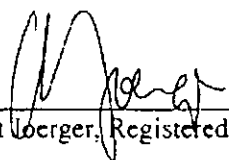
BLUE WATER CONSERVATION TRUST INC.

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

Albert Joerger
1705 Field Road
Sarasota, Florida 34231

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.

Dated this 4th day of July, 2022.



Albert Joerger, Registered Agent

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