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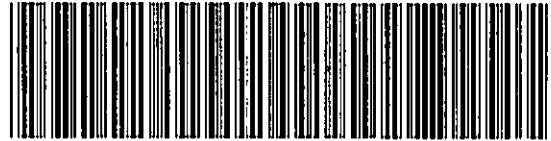
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DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32307

2022 DEC 19 AM 5:10

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December 15, 2022

Via U.S. Mail


Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

Re: Filing Articles of Incorporation – Non-Profit

Dear Sir or Madam:

Enclosed are proposed Articles of Incorporation and check number 1901 for \$70.00 made payable to the Florida Division of Corporations. Please file the Articles of Incorporation and return the filed document to this Firm in the enclosed envelope. Please do not hesitate to contact me with any questions or concerns.

Sincerely,


Lori Sandman, Esquire

Enclosures

ARTICLES OF INCORPORATION

Spruce Creek Riverkeeper, Inc.

The undersigned incorporators hereby form a not for profit corporation in compliance with Chapter 617, Florida Statutes:

ARTICLE I – NAME

The name of the corporation will be Spruce Creek Riverkeeper, Inc.

ARTICLE II – PRINCIPAL OFFICE

The principal street address and mailing address of the corporation will be 125 Basin Street, Suite 206, Daytona Beach, Florida 32114.

ARTICLE III – PURPOSE

Spruce Creek Riverkeeper, Inc. is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code", which each reference to a section of the Code to include the corresponding provisions of any future federal internal revenue laws), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. By way of example, and not limitation, Spruce Creek Riverkeeper, Inc.'s purposes include to:

- a) understand, inform, and be a trusted and neutral source of information regarding the local and regional water quality issues impacting our shared environmental resources;
- b) analyze and learn from the history, diverse plant and animal life, and study present and potential future impacts of human activity on the Spruce Creek water body; and
- c) offer educational, social and multi-media material and events, including philanthropic activities, to support the community and local artists and musicians and to carry on such related activities that are permitted for corporations not for profit under the laws of the State of Florida and which are exempt from Federal income tax under section 501(c)(3) of the United States Internal Revenue Code of 1986 or the corresponding provisions of any future United States law.

ARTICLE IV – MANNER OF APPOINTMENT

The initial directors of Spruce Creek Riverkeeper, Inc. will be appointed as follows:

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TALLAHASSEE, FLORIDA

Initial Directors as set forth in Article IV hereof, are appointed. Additional Directors may be appointed by a majority vote of the serving Directors. All other matters pertaining to Directors, including number, qualifications, terms, groups, eligibility, and elections shall be prescribed by the Bylaws of Spruce Creek Riverkeeper, Inc. ("Bylaws").

The Board of Directors will adopt the initial Bylaws and the Board of Directors will have the power to alter, amend or repeal the same or adopt new Bylaws.

The management of the business and the conduct of the affairs of the corporation are vested in its Board of Directors. Except as otherwise provided in these Articles of Incorporation, each Director of Spruce Creek Riverkeeper, Inc. is entitled to one vote per Director on all matters voted or acted upon by the Board of Directors.

ARTICLE V – INITIAL OFFICERS & DIRECTORS

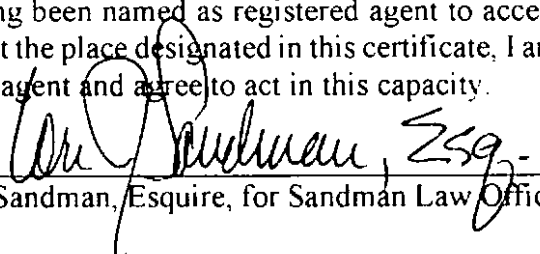
The initial Officers and Directors are:

NAME:	ADDRESS:
Derek LaMontagne, Executive Director	125 Basin Street, Suite 206 Daytona Beach, Florida 32114
Lori Sandman, Director	125 Basin Street, Suite 206 Daytona Beach, Florida 32114
John Baker, Director	125 Basin Street, Suite 206 Daytona Beach, Florida 32114

ARTICLE VI – REGISTERED OFFICE AND AGENT

The name of the initial registered agent is Sandman Law Office, PLLC. The initial registered office of Spruce Creek Riverkeeper, Inc. is located at 125 Basin Street, Suite 206, Daytona Beach, Florida 32114.

Having been named as registered agent to accept services 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.



Lori Sandman, Esquire, for Sandman Law Office, PLLC

ARTICLE VII – EFFECTIVE DATE

The effective date of Spruce Creek Riverkeeper, Inc. is December 12, 2022.

ARTICLE VIII – POWERS AND RESTRICTIONS

Spruce Creek Riverkeeper, Inc. is organized as a corporation not for profit and will not issue shares of stock, will not pay dividends, and no part of the assets or net earnings of Spruce Creek Riverkeeper, Inc. will inure to the private benefit of any director, officer, or other individual. Notwithstanding the foregoing, Spruce Creek Riverkeeper, Inc. may pay compensation in a reasonable amount to its agents or employees for services rendered.

Spruce Creek Riverkeeper, Inc. will not make any distribution upon dissolution or final liquidation except as provided herein. Spruce Creek Riverkeeper, Inc. is organized and will be operated as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law (the "Code"), and it may engage only in activities that may be carried on by a corporation exempt from federal income taxation.

No substantial part of the activities of Spruce Creek Riverkeeper, Inc. will be the carrying on of propaganda, or otherwise attempting to influence legislation, as defined by the Code, and the corporation will not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles, Spruce Creek Riverkeeper, Inc. will 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 the corresponding section of any future federal tax code, or (ii) 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.

ARTICLE IX – MEMBERS

The membership of Spruce Creek Riverkeeper, Inc. will consist of any individual, corporation or other legal entity who subscribes to the general nature and purposes of the corporation.

ARTICLE X – DISSOLUTION

In the event of dissolution of Spruce Creek Riverkeeper, Inc., assets will 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 will be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of will be disposed of by a court of competent jurisdiction of the city or county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the court will determine, which are organized and operated exclusively for such purposes.

ARTICLE XI – LIMIT ON LIABILITY AND INDEMNIFICATION

Spruce Creek Riverkeeper, Inc. will indemnify and hold harmless each of its Directors, Officers, employees, and agents (and his or her executor, personal representative, and heirs), whether or not then in office, who were or are a party or are threatened, pending or completed action, suit or proceeding, whether civil, criminal administrative or investigative (including an action or suit by or in the right of Spruce Creek Riverkeeper, Inc.) by reason of the fact that the person is or was a Director, Officer, employee or agent of Spruce Creek Riverkeeper, Inc., against expenses (including all attorneys' fees), judgments, fines and amounts paid in settlement incurred by the person in connection with such action, suit or proceeding, unless there is a final adjudication by a court of competent jurisdiction that such person is liable for willful misconduct or a knowing violation of criminal law. All attorneys' fees and costs will be reimbursed immediately by Spruce Creek Riverkeeper, Inc. as they are incurred by such person, and promptly will be repaid to Spruce Creek Riverkeeper, Inc. only upon a final adjudication by a court of competent jurisdiction that such person is liable for willful misconduct or a knowing violation of criminal law. The right to indemnification is set forth in this Articles is in addition to and not exclusive of, all other rights to which such Director, Officer, employee or agent may be entitled, including but not limited to any rights under policies of insurance that may be purchased and maintained by Spruce Creek Riverkeeper, Inc.

ARTICLE XII - AMENDMENTS

These Articles of Incorporation may be amended under the provisions of the Florida Statutes, except that no amendment may authorize Spruce Creek Riverkeeper, Inc. to conduct the affairs of the corporation in any manner or for any purpose contrary to the provisions of the Code section 501(c)(3).

ARTICLE XIII- INCORPORATOR

The name and address of the Incorporator is as follows:

Lori Sandman
125 Basin Street, Suite 206
Daytona Beach, Florida 32114

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in Section 817.155, Florida Statutes.



Incorporator
Lori Sandman