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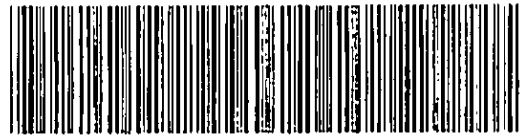
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Tallahassee, FL 32312

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Name:	FLORIDA HEADWATERS FOUNDATION, INC.
Document #:	
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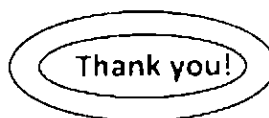
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**ARTICLES OF INCORPORATION
OF THE
FLORIDA HEADWATERS FOUNDATION, INC.**

The undersigned incorporator, being competent to contract, subscribes to these Articles of Incorporation (these "Articles") to form a corporation not-for-profit under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the Corporation shall be:

FLORIDA HEADWATERS FOUNDATION, INC. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and the mailing address of the Corporation is 6900 Tavistock Lakes Boulevard, Suite 200, Orlando, Florida 32827.

**ARTICLE III
PURPOSES**

A. The Corporation is organized, and shall be operated, exclusively for the promotion of social welfare as defined in Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law (the "Code"). Within the scope of the foregoing, the Corporation shall: (i) facilitate educational programming for residents and staff of the Sunbridge community located in Orange and Osceola County, Florida, to encourage and facilitate the maintenance and preservation of water resources and native habitats, including native flora and fauna, located therein; and (ii) provide funding for scientific research and surveys concerning local biodiversity and water-related issues. The Corporation is irrevocably dedicated to, and shall be operated exclusively for, non-profit purposes. In furtherance of these purposes, the Corporation may make or accept grants, carry on programs and activities, sponsor projects, and engage in any and all activities that may be incidental or reasonably necessary to achieving these purposes.

B. The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Florida Not For-Profit Corporation Act, as the same now exists and as hereafter amended (and all such other powers as are permitted by applicable law); provided, however, that the Corporation shall not engage in any activity in which corporations qualified as exempt organizations under Section 501(c)(4) of the Code are not permitted to engage. It is

intended that the Corporation will have, and continue to have, the status of an organization which is exempt from federal income taxation under Section 501(c)(4) of the Code. All terms and provisions of these Articles and the Bylaws of the Corporation, and all authority and operations of the Corporation, will be construed, applied, and carried out in accordance with such intent.

C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's 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 purposes set forth in this Article.

ARTICLE IV

TERM OF EXISTENCE

The effective date upon which the Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1200 South Pine Island Road, Plantation, Florida 33324, and the name of the initial registered agent of the Corporation at that address is NRAI Services, Inc.

ARTICLE VI

MEMBERS

The Corporation shall not have members.

ARTICLE VII

DIRECTORS

A. The affairs of the Corporation will be governed by a Board of Directors, which will consist of such number of individuals as will be fixed by the Bylaws from time to time, but will not be less than three (3).

B. The qualifications to serve as a director, the rights and powers of the directors, and the manner of selection of the directors will be as specified in the Bylaws of the Corporation.

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. The names and addresses of the initial members of the Board of Directors of the Corporation are:

Clint Beaty
6900 Tavistock Lakes Boulevard
Suite 200
Orlando, FL 32827

Michael Dennis
330 W. Canton Avenue
Winter Park, FL 32789

Pierce Jones
10011 NW 215th Lane Road
Micanopy, FL 32667

Richard Levey
6900 Tavistock Lakes Boulevard
Suite 200
Orlando, FL 32827

Jo Thacker
23 Adams Avenue
Kissimmee, FL 34744

ARTICLE VIII

LIABILITY AND INDEMNIFICATION

A. Directors of the Corporation will not be personally liable to the Corporation for monetary damages for any action taken, or any failure to take any action, as a director, except that this Article will not eliminate or limit the liability of a director for: (i) the amount of a financial benefit received by the director to which the director is not entitled; (ii) an intentional infliction of harm; or (iii) an intentional violation of criminal law.

B. The Corporation may, to the fullest extent permitted by law, indemnify any and all persons whom it will have power to indemnify from and against any and all of the expenses, liabilities, or other matters and the indemnification provided for herein will be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of disinterested directors or otherwise, both as to action in the indemnified individual's official capacity and as to action in another capacity while holding such office, and will continue as to a person who has ceased to be director, officer, employee, or agent and will inure to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE IX
INCORPORATOR

The name and address of the incorporator signing these Articles is:

Clint Beary
6900 Tavistock Lakes Boulevard
Suite 200
Orlando, FL 32827

ARTICLE X
AMENDMENTS TO ARTICLES

These Articles may be amended at any time by an affirmative vote of the majority of the Board of Directors of the Corporation then in office.

ARTICLE XI
BYLAWS

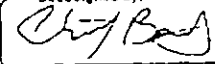
The power to adopt, alter, amend, or repeal Bylaws shall be provided in the Bylaws.

ARTICLE XII
DISSOLUTION

A. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation in a manner not inconsistent with the purposes of the Corporation, including to an organization selected by the Board of Directors that is then exempt from federal income taxation as an organization described in either Section 501(c)(3) or Section 501(c)(4) of the Code, as the Board of Directors shall determine.

B. Any assets not disposed of by the Board of Directors as provided herein, shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located exclusively for tax-exempt purposes or to such organizations, each of which are then exempt from federal income taxation as an organization described in either Section 501(c)(3) or Section 501(c)(4) of the Code, and are organized and operated for purposes consistent with the goals of the Corporation. No part of the assets or net earnings of the Corporation may be distributed or inure to the benefit of any individual.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 12/8/2023 day of December, 2023.

DocuSigned by:

Clint Beaty
6900 Tavistock Lakes Boulevard
Suite 200
Orlando, FL 32827
Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

WITNESSETH:

That the Florida Headwaters Foundation, Inc., desiring to organize under the laws of the State of Florida, has named NRAI Services, Inc., as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-referenced Corporation at 1200 South Pine Island Road, Plantation, Florida 33324, the undersigned hereby agrees to act in this capacity, agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a registered agent, and accepts the duties and obligations of section 617.0503, Florida Statutes.

Dated this 11th day of December, 2023.

NRAI SERVICES, INC.

By: Kathryn A. Widdors

Its: Kathryn A. Widdors, Asst. Secretary

2023