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DIVISION OF CORPORATIONS  
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## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** St. Andrew and St. Joseph Bays Estuary Program Foundation, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Jessica Graham  
\_\_\_\_\_  
Name (Printed or typed)

2925 Island View Circle  
\_\_\_\_\_  
Address

Panama City, FL 32045  
\_\_\_\_\_  
City, State & Zip

321-536-8932  
\_\_\_\_\_  
Daytime Telephone number

graham.jessica.e@gmail.com  
\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address: \_\_\_\_\_ Address: \_\_\_\_\_

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Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address: \_\_\_\_\_ Address: \_\_\_\_\_

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**ARTICLE VI REGISTERED AGENT**

The **name and Florida street address** (P.O. Box **NOT** acceptable) of the registered agent is:

Name: Jessica Graham

Address: 2925 Island View Circle

Panama City, FL 32405

**ARTICLE VII INCORPORATOR**

The **name and address** of the Incorporator is:

Name: Jessica Graham

Address: 2925 Island View Circle

Panama City, FL 32405

**ARTICLE VIII EFFECTIVE DATE:** January 1, 2025

Effective date, if other than the date of filing: \_\_\_\_\_ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five days prior or 90 days after the filing.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

*Having been named as registered agent to accept service 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*

\_\_\_\_\_  
Required Signature of Registered Agent

\_\_\_\_\_  
Date

*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 s.817.155, F.S.*

\_\_\_\_\_  
Required Signature of Incorporator

\_\_\_\_\_  
Date

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**ARTICLES OF INCORPORATION**  
**OF**  
**ST. ANDREW AND ST. JOSEPH BAYS ESTUARY PROGRAM FOUNDATION**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporations Act hereby adopts the following Articles of Incorporation.

**ARTICLE I – NAME**

The name of this corporation shall be the St. Andrew and St. Joseph Bays Estuary Program Foundation. The business of the corporation may be conducted as St. Andrew and St. Joseph Bays Estuary Program or SASJBEP Foundation, or Foundation, hereinafter referred to as Foundation.

**ARTICLE II - LOCATION**

The principle place of business of the corporation will be at 4750 Collegiate Ave. Panama City, FL 32405. This location can be changed at any time by a vote of the Board of Directors. The mailing address is 2925 Island View Circle, Panama City, FL 32045.

**ARTICLE III – DURATION**

The period of duration of the corporation is perpetual.

**ARTICLE IV – PURPOSE**

The St. Andrew and St. Joseph Bays Estuary Program Foundation is a non-profit corporation and shall operate exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

1. The specific purpose of this corporation is to:
  - a. Guide the development, implementation, and update of a Comprehensive Conservation and Management Plan (CCMP) to improve water quality and living resources for the St. Andrew Bay watershed and included systems, and for other related lawful purposes;
  - b. Attract support for and to receive grants, contributions, donations, and gifts to the be used to further these corporate purposes and the purposes of any not-for-profit, and federally tax-exempt organization which is affiliated with the Foundation;
  - c. Contract with other organizations, for-profit and not-for-profit, with individuals, and with governmental agencies in furtherance of these purposes;

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PANAMA CITY, FL

not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or any other applicable provision of any current or future United States Internal Revenue Law and the regulations thereunder, or by an organization, contributions to which are deductible under Section 170 of such Code.

No part of the net earnings of Foundation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the foundation 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. This will include distributions to the host organization of the SASJBEP to support SASJBEP staff that are shared with the Foundation.

#### **ARTICLE VI: PERSONAL LIABILITY**

No officer or director of this Foundation shall be personally liable for the debts or obligations of the Foundation or any nature whatsoever, nor shall any other property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

#### **ARTICLE VII: DISSOLUTION**

In the event of dissolution of the Foundation or the winding up of its affairs, or other liquidation of its assets, the Foundation's property shall not be conveyed to any organization created or operated for profit or to any individual, and all assets remaining after the payment of the Foundation's debts shall be conveyed or distributed at the direction of the then Directors of the Foundation to such other organization or organizations that are exempt from federal income tax under Section 501(c)(3) of the code or any other applicable provision of any current or future United States Internal Revenue Law and the regulations thereunder.

#### **ARTICLE VIII: PROPERTY HELD FOR CHAIRTABLE PURPOSES**

The property of the Foundation is irrevocably dedicated for charitable purposes and no part of the net income or assets of the Foundation will ever inure to the benefit of any Director, or officer of the Foundation, or to the benefit of any private individual.

#### **ARTICLE IX: REGISTERED AGENT, INCORPORATOR AND ADDRESS**

The name of the registered agent and incorporator of the Foundation is Jessica Graham. The address of this incorporator is a residential address to accommodate a separation of operations between the SASJBEP host and SASJBEP Foundation. The registered agent address is 2925 Island View Circle, Panama City, FL 32045.

**Certificate of Adoption of Articles of Incorporation**

IN WITNESS HEREOF, the undersigned Incorporator has executed these Articles of Incorporation with an effective date of January 1, 2025.

Signature \_\_\_\_\_

Name: Jessica Graham, Incorporator

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**BYLAWS**  
**OF THE**  
**ST ANDREW AND ST. JOSEPH BAYS ESTUARY PROGRAM FOUNDATION, INC.**  
**(a Florida Not for Profit Corporation)**

**ARTICLE ONE – NAME AND LOCATION**

**1.1 Name**

The name of this non-profit shall be the St. Andrew and St. Joseph Bays Estuary Program (SASJBEP) Foundation, hereinafter referred to as the Foundation.

**1.2 Location**

The principal office of the Foundation will be located at 4750 Collegiate Ave. Panama City, FL 32405, co-located with Florida State University Panama City. This arrangement is part of a hosting arrangement for the SASJBEP organization and can be re-evaluated and revised by the SASJBEP Policy Board and Foundation Board when necessary and as determined by the bylaws.

**1.3 Geographic region**

The Foundation's geographic region shall be considered the St. Andrew Bay watershed (HUC 8) with collaborations extending beyond the watershed boundaries but will have a primary focus within the watershed.

**ARTICLE TWO – DEFINITIONS**

The terms set forth below shall have the following meanings unless otherwise required by the context in which they may be used.

Article of Incorporation. The term "Articles of Incorporation shall mean the original Articles of Incorporation for the St. Andrew and St. Joseph Bays Estuary Program Foundation filed with the Department of State of Florida.

Chair. The term "Chair" shall mean the chairperson of the identified Board of Directors.

Majority. The term "Majority" shall mean a sum greater than fifty percent (50%) of the applicable total number.

Quorum. The term "Quorum" shall mean attendance of 2/3rds (3) of the membership (5) and must be present in person or virtually at any regular or special meeting.

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DIVISION OF CORPORATE & CHARITABLE SERVICES  
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- (h) To operate exclusively for charitable, scientific, and educational purposes, and for the not-for-profit purposes of relieving the burdens of government, within the meaning of Section 501(c)(3) of the IRC, or in accordance with any other applicable provision of any current or future United States Internal Revenue Law and the regulations thereunder, in the course of which operations:
1. No part of the net earnings of the Foundation shall inure to the benefit of, or be distributable to, its directors, managers, officers, or other 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 of the Foundation;
  2. No substantial portion of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislations, and the Foundation shall not participate in, or intervene in (including the publishing or distribution of statement) any political campaign on the behalf of any candidate for public office except as authorized under the Code; and
- (i) Notwithstanding any other provisions of the Articles of Incorporation of these Bylaws, the Foundation 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 IRC or any other applicable provision of any current or future United States Internal Revenue Law and the regulations thereunder, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the IRC;

The Foundation shall have perpetual existence.

#### **Governing Instruments**

The Foundation shall be governed by its Articles of Incorporation and its Bylaws.

#### **ARTICLE THREE – POWERS**

All corporate powers shall be exercised by or under the authority of, the Board of Directors and the business and affairs of this Foundation shall be managed by the Executive Director under the direction of the Board of Directors. Except as limited herein, and by the Articles of Incorporation, the Foundation shall have and exercise all powers of any not-for-profit corporation as the same now exist or may hereafter exist under the laws of the State of Florida. No part of the assets, income or profits of the Foundation shall be distributable to, or inure to the benefit of, its directors or officers or any private individual, except that the Foundation shall be authorized and empowered to pay reasonable compensation to its employees for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein including distributions to SASJBEP's host organization to support SASJBEP's staff. Notwithstanding any other provision hereof, the Foundation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or any other applicable provision of any current or future United States Internal Revenue Law and the regulations thereunder, or by an organization, contributions to which are deductible under Section 170 of such Code.

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**4.6 Vacancies.** Whenever a vacancy in any elected office exists due to the death, resignation, or removal, the Board shall fill the vacancy by electing a successor by a simple majority vote for the unexpired term of the predecessor. Officers resigning from their position prior to the expiration of their two-year term must provide written notification to the Board.

**4.7 Termination of Membership.** Any member may be removed from office prior to the expiration of his or her term by a simple majority vote of the Board whenever, in the Board's judgement, the best interests of the Foundation will be served thereby. Newly elected officers will not be subject to removal until after serving in office for two regularly scheduled Board meetings.

**4.8 Voting.** Each member is entitled to one (1) vote on matters brought before the Foundation or a committee of the Foundation. Honorary members or advisory members are not entitled to vote or make motions.

**4.9 Delegate.** The Board does not have the ability to assign delegates.

**4.10 Compensation.** All directors of the Board shall serve without compensation.

**4.11 Executive Director.** The Board shall appoint and exercise supervisory authority of the Executive Director related to the Foundation operations. The Board shall conduct a performance review on an annual basis in coordination with the Policy Board of SASJBEP and provide guidance on compensation. The Executive Director shall carry out policy as established by the Board and shall also perform the duties associated with the day-to-day, general management of the affairs of the SASJBEP, including acceptance of service of process. The Executive Director shall be responsible for hiring, supervising, evaluating, and/or terminating other Estuary Program staff.

#### **ARTICLE FIVE – CONTRIBUTIONS**

The Foundation will operate in conjunction with the SASJBEP and work together to implement the Comprehensive Conservation and Management Plan (CCMP) that was approved and adopted by the SASJBEP Policy Board as well as the Foundation Board. Implementation of the CCMP will take significant financial resources.

Contributions secured from partnering entities will be received by the SASJBEP Foundation. Those received from local governments will follow the allocation methodology approved by the SASJBEP Policy Board as possible. For annual budgeting purposes, (a) the Chair shall notify the members at the first meeting of the year the amount of the desired contribution and (b) contributions shall be provided in accordance with fiscal operations.

All contributions received from any entity will be made in support of the program as a whole and will not be used to influence programmatic decisions, project positions, or interests of the entity.

Financial resources may be transferred to the host entity to support SASJBEP staff salaries to ensure 100% of salary is covered to a total of 1.0 FTE/staff member.

#### **ARTICLE SIX – BOARD MEETINGS**

**6.1 Sunshine Law.** The St. Andrew and St. Joseph Bays Estuary Program shall be subject to and all meetings of the Board shall be conducted in compliance with the requirements of Florida's

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bi-annually and expenditures at each meeting. The Executive Director will have authority to spend up to \$1,000 without prior approval of the Board to meet the needs of the program. Purchases shall not be divided up so as to avoid the \$1,000 approval cap. Larger expenditures that are required to meet the needs of the program and were not set forth in the annual budget, yet occur between Board meetings, can be requested and approved through a special meeting.

Expenditures will be approved by a three-person approval process. Purchases will be requested by SASIBEP staff members through a request form, they will be reviewed and approved by the Executive Director (level 1) and sent for approval via email to the Secretary/Treasurer (level 2), and the Chair (level 3). If the Secretary/Treasurer is unavailable during vacation/transition periods, their approval will be replaced by a non-Officer board member. In the absence of the Chair for periods of leave/transition, the approval will be replaced with that from the Vice-chair. All Foundation Board members will be able to approve expenditures to allow for seamless operations during transition periods and personal leave.

#### **ARTICLE\_TEN \_ ANNUAL AUDIT**

On approval by the Board and necessitated by expenditure volume, the Foundation shall cause an annual audit of its financial statements to be prepared and provided to each Board member upon completion of the audit.

#### **ARTICLE\_ELEVEN \_ AMENDMENTS TO BYLAWS**

**11.1 Amendment or Repeal of Bylaws.** The Board may amend or repeal these Bylaws by quorum vote of the members present, provided that any such amendment or repeal will not become effective until the next regularly scheduled meeting of the Board. Notwithstanding the foregoing, these Bylaws shall not be amended in any manner or form which might result in the loss of the Corporation's tax exempt status under Code Section 501(c)(3) any other applicable provision of any current or future United States Internal Revenue Law and the regulations thereunder.

**11.2 Writing.** The Bylaws and any amendments thereto shall be memorialized in writing, either by reproduction as amended or by attachments.

#### **ARTICLE\_TWELVE \_ FISCAL YEAR**

The fiscal year of the St. Andrew and St. Joseph Bays Estuary Program Foundation shall commence on the first day of October and conclude the last day of September.

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