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No. 0097

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N26215

Florida Department of State
Division of Corporations
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INDIAN RIVER LAND TRUST, INC.**

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*Amended And
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November 10, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

INDIAN RIVER LAND TRUST, INC.
80 ROYAL PALM POINTE
SUITE 301
VERO BEACH, FL 32960

SUBJECT: INDIAN RIVER LAND TRUST, INC.
REF: N26215

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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Teresa Brown
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

THIS INSTRUMENT PREPARED BY:

CHRISTOPHER H. MARINE, ESQ.
Gould Cooksey Fennell, P.A.
979 Beachland Boulevard
Vero Beach, FL 32963
(772) 231-1100

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
INDIAN RIVER LAND TRUST, INC.**

WHEREAS, the original Articles of Incorporation of Indian River Land Trust, Inc. were filed with the Division of Corporations, State of Florida May 2, 1988, and were subsequently amended July 29, 1991 and November 27, 2001; and

WHEREAS, the Board of Directors of the Corporation have approved this amendment and restatement of the same by vote and Board Resolution dated April 4, 2011.

NOW THEREFORE, the undersigned, for the purposes of amending and restating the Articles of Incorporation of Indian River Land Trust, Inc., a Corporation existing under Chapter 617 of the Florida Statutes, the Florida Not-for-Profit Corporation Act, hereby certifies:

ARTICLE I

Name

The name of the Corporation is **INDIAN RIVER LAND TRUST, INC.**

ARTICLE II

Principal Office

The address of the principal office and the mailing address of this Corporation shall be:

80 Royal Palm Pointe
Suite 301
Vero Beach, Florida 32960

ARTICLE III

Business and Purposes

This Corporation shall be a non-profit corporation. The purposes for which the Corporation is organized are referred to below, but the Corporation is specifically authorized to engage in any

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lawful act or activity for which corporations may be organized under the Division of Corporations of the State of Florida. Such purposes shall include, without limitation, the following:

1. The Corporation is organized exclusively for charitable, religious, literary, scientific and/or educational purposes 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 including promotion of the preservation, conservation and improvement of natural resources and special places in Indian River County, Florida, for the benefit of the general public and future generations. Specifically, the Corporation will engage in land acquisition, disposition and management, education, research, cooperative activities with other entities having related objectives, and other activities that contribute to the accomplishment of said purposes.
2. To these ends the Corporation shall be permitted to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount of value; to manage, administer, sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the Directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any laws applicable thereto; to do any other act or thing incidental to or connected with the foregoing purpose or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Florida Not-for-Profit Corporation Act. In addition to the foregoing enumerated corporate purposes, the Corporation shall have all general powers enumerated in the Florida Not-for-Profit Corporation Act.
3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code; (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or (c) by a nonprofit Corporation organized under the laws of the State of Florida pursuant to the provisions of the Division of Corporations of the State of Florida.
4. Permissible corporate activities shall specifically exclude the dissemination of propaganda. Further, 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. The Corporation shall be permitted to engage in permissible activities intended to influence legislation, provided that the same shall not constitute a substantial part of the aggregate activities of the corporation, as defined by governing law.

ARTICLE IV

Distribution of Net Earnings

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No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 Article III above.

ARTICLE V

Distribution of Assets at Dissolution

Upon the dissolution of the Corporation, its assets remaining after payment or provision of all debts and liabilities of the Corporation shall be distributed exclusively for one or more exempt purposes within the meaning of section 501(c)(3) or 501(c)(4) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the appropriate court of the county in which the principal office of the organization 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 VI

Organization/Duration of Existence

The Corporation shall be organized on a non-stock basis, and the Corporation shall not authorize or issue capital stock. The Corporation shall have perpetual existence.

ARTICLE VII

Registered Office and Registered Agent

The registered office of this Corporation shall be located at 3111 Cardinal Drive, Vero Beach, Florida 32963, and the registered agent of this Corporation at such office shall be Michael O'Haire, Esq. This Corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VIII

Board of Directors

The authority for management of all business activities and affairs of the Corporation shall be vested in the Board of Directors, who shall have and may exercise all the powers of the Corporation as permitted by federal law, state law, these Articles of Incorporation, and the By-Laws of the Corporation as from time to time in effect. The number of Directors which shall constitute the whole Board shall be such as from time to time shall be fixed by, or in the manner provided in, the By-Laws, but in no case shall the number be less than five (5) or more than twenty-five (25). The Directors must be members of the Corporation. The Board of Directors shall be elected in the manner provided in the By-Laws at the annual meeting of the Corporation to be held on such date as the By-Laws may provide, and shall hold office until their successors are respectively elected and qualified. The By-Laws shall specify the number of Directors necessary to constitute a quorum. The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board,

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designate one or more committees which, to the extent provided in said resolution or resolutions or in the By-Laws of the Corporation, shall have and may exercise all the powers of the Board of Directors in the management of the business activities and affairs of the Corporation. They may further have power to authorize the seal of the Corporation to be affixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated in the By-Laws of the Corporation or as may be determined from time to time by resolution adopted by the Board of Directors. The Directors of the Corporation may, if the By-Laws so provide, be classified as to term of office. This Corporation may elect such officers as the By-Laws may specify, subject to the provisions of the Statute, who shall have titles and exercise such duties as the By-Laws may provide. The Board of Directors is expressly authorized to make, alter, or repeal the By-Laws of this Corporation.

ARTICLE IX

By-Laws

A. The power to adopt the By-Laws of this Corporation, to alter, amend or repeal the By-Laws, or to adopt new By-Laws, shall be vested in the Board of Directors of this Corporation.

B. The By-Laws of this Corporation shall be for the government of this Corporation and may contain any provisions or requirements for the management or conduct of the business affairs and activities of this Corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE X

Amendment of Articles of Incorporation

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred herein are subject to this reservation.

ARTICLE XI

Additional Restrictions

Notwithstanding any of the foregoing statements of purposes and powers, this Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code; shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Internal Revenue Code; shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code; shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code; and shall not make any taxable expenditures, as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE XII

Limitation of Liability

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The personal liability of the Directors of the Corporation is hereby eliminated to the fullest extent permitted by the provisions of Chapter 617 of the Florida Statutes of the State of Florida, as the same may be amended and supplemented.

ARTICLE XIII
Indemnification

The Corporation shall, to the fullest extent permitted by the provisions of Chapter 617 of the Florida Statutes of the State of Florida, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under that Chapter from and against any and all of the expenses, liabilities or other matters referred to in or covered by that Chapter, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, or disinterested Directors or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

ARTICLE XIV
Incorporator

The name and street address of the incorporator making these Articles of Incorporation is:

Name

Stephanie Smith

Address

141 Stingaree Point
Vero Beach, Florida 32963

IN WITNESS WHEREOF, for the purposes previously set forth, the undersigned Incorporator does hereby certify that the facts herein stated are true and does accordingly set her hand and seal to these Amended and Restated Articles of Incorporation, this 6th day of May, 2011.



STEPHANIE SMITH, Incorporator

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INDIAN RIVER LAND TRUST, INC.
ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, **MICHAEL O'HAIRE**, having been named and presently acting as registered agent to accept service of process for the above-named Corporation at the registered office designated in the Articles of Incorporation, hereby ratifies his agreement and consent to act in said capacity. The undersigned is familiar with and accepts the duties and obligations of Section 617.0501 Florida Statutes.

DATED this 15 day of May, 2011.



MICHAEL O'HAIRE, Registered Agent

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CERTIFIED COPY OF RESOLUTION

INDIAN RIVER LAND TRUST, INC.

Pursuant to Florida Statutes, §607.0704 and §607.0821, the undersigned, Secretary of INDIAN RIVER LAND TRUST, INC., a Florida non profit corporation, certifies that the records of this Corporation contain the following Resolution which was unanimously consented to and adopted by the Corporation at a meeting of the Board of Directors, held on April 4, 2011:

RESOLVED, that the Amended and Restated Articles of Incorporation of Indian River Land Trust, Inc., were unanimously consented to and adopted by the Board of Directors and does not contain any amendments requiring member approval; and

RESOLVED, that Stephanie Smith, as Incorporator of INDIAN RIVER LAND TRUST, INC., is hereby authorized and directed to execute the Amended and Restated Articles of Incorporation of Indian River Land Trust, Inc., without further action of the Officers or the Board of Directors.

IN WITNESS WHEREOF, this Certified Copy of Resolution has been signed this 16th day of November, 2011.

INDIAN RIVER LAND TRUST, INC., a
Florida nonprofit corporation

By: 

Peter Moor, Secretary

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