



N33061

Friends of St. Sebastian River

P. O. Box 284 • Roseland, Florida 32957

April 6, 1998

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

000002484899--7
-04/10/98-01054--009
*****35.00 *****35.00

Subject: Restated and amended Articles of Incorporation for
Friends of St. Sebastian River

Enclosed you will find the original and one copy of the Articles of
Incorporation and a check for \$35 for the filing of an amendment to a
record.

The changes incorporated herein are:

- 1) Change of name from Friends of the Sebastian River
- 2) Principal place of business address
- 3) Reformatted to suggested sample in 1996 handout.

Please return the acknowledged receipt/"stamped" copy of the Articles
and any further correspondence to me at the following address:

P.O. Box 284
Roseland, Florida 32957
ph. 561-589-0636

These Restated and Amended Articles of Incorporation have been
unanimously approved and accepted by the Board of Directors on March 10,
1998.

Sincerely,

*Amended & Restated
Articles/NC
NFO*

Timothy C. Glover
Timothy C. Glover
President, FSSR

5-4-98

~~*789, 524, 564, 547, 671*~~

FILED
98 APR 29 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 16, 1998

Timothy C. Glover
% FRIENDS OF THE SEBASTIAN RIVER, INC.
Post Office Box 284
Roseland, FL 32957

SUBJECT: FRIENDS OF THE SEBASTIAN RIVER, INC.
Ref. Number: N33061

We have received your document for FRIENDS OF THE SEBASTIAN RIVER, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Amended and Restated Articles of Incorporation of FRIENDS OF THE SEBASTIAN RIVER, INC.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 998A00020478

RECEIVED
98 APR 29 AM 8:22
DIVISION OF CORPORATIONS



Friends of St. Sebastian River

P. O. Box 284 • Roseland, Florida 32957

April 24, 1998

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

Subject: Amended and restated Articles of Incorporation for
Friends of the Sebastian River, Inc.

Enclosed you will find the original and one copy of the Articles of
Incorporation to be filed amending our record.

The changes incorporated herein are:

- 1) Change of name to Friends of St. Sebastian River, Inc.
- 2) Principal place of business address
- 3) Reformatted to suggested sample in 1996 handout.

Please return the acknowledged receipt/"stamped" copy of the Articles
and any further correspondence to me at the following address:

P.O. Box 284
Roseland, Florida 32957
ph. 561-589-0636

Sincerely,

Timothy C. Glover
Timothy C. Glover
President, FSSR

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
FRIENDS OF THE SEBASTIAN RIVER, INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

FILED
98 APR 29 AM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE. NAME

This Corporation is the Friends of St. Sebastian River, Inc.

ARTICLE TWO. PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The Friends of St. Sebastian River's principal office is located at 12315 Roseland Road, Sebastian, Florida, with a mailing address of P.O. Box 284, Roseland, Florida 32957.

ARTICLE THREE. GENERAL AND SPECIFIC PURPOSES

(a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of charity and for other charitable purposes, and include, but are not limited to the following:

(1) To promote and protect the environment and recreational opportunities of the St. Sebastian River and tributaries, including without limitation promoting public education and awareness, protecting wildlife, improving water quality, working for elimination of point and nonpoint sources of pollution and promoting safe boating practices.

(2) To support the restoration and preservation of the St. Sebastian River and tributaries to their natural state, including without limitation, preservation of islands and controlling density and erosion control.

(3) To protect the integrity of the St. Sebastian River basin.

(b) The general purposes for which this corporation is formed are to operate exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Service Code of 1954 or corresponding provisions of any subsequent federal tax laws, including for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

(4) For any other lawful purposes.

ARTICLE FOUR. MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected is as provided in the bylaws.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
FRIENDS OF THE SEBASTIAN RIVER, INC.**

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ARTICLE FIVE. INITIAL REGISTERED AGENT AND STREET ADDRESS

The initial registered agent is John G. Evans, 11155 Roseland Road, Unit 1, Sebastian, Florida 32958.

ARTICLE SIX. BYLAWS

Subject to limitations contained in the Bylaws, and any limitations set forth in law concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth in the Bylaws.

ARTICLE SEVEN. DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

ARTICLE EIGHT. DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

ARTICLE NINE. AMENDMENT OF ARTICLES

Amendment to these articles of incorporation may be proposed by a resolution adopted by the Board of Directors; provided that, an amendment shall be adopted only by the vote of two-thirds (2/3) of a quorum of the Board of Directors.

ARTICLE TEN. PRIVATE FOUNDATION REQUIREMENTS

This corporation shall be subject to the following additional requirements, to the extent applicable:

(a) Distribution of Income. The 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 Internal Revenue Code of 1954, or corresponding provisions of any

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
FRIENDS OF THE SEBASTIAN RIVER, INC.**

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subsequent federal tax law.

(b) Self-dealing. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

(c) Investments Jeopardizing Charitable Purposes. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

(d) Taxable Expenditures. The corporation shall make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax law.

These Amended and Restated Articles of Incorporation have been adopted by a unanimous vote of a quorum of the Board of Directors of the Friends of the Sebastian River, Inc. on March 10, 1998. As per the original Articles of Incorporation of the Friends of the Sebastian River, Inc., effective June 9, 1989, there are no members entitled to vote on these amendments.

1st Timothy C. Glover
Timothy C. Glover
President, Friends of the Sebastian River, Inc.

April 24, 1998
date