



N95000001823

Department of Environmental Protection

Lawton Chiles
Governor

Marjory Stoneman Douglas Building
3900 Commonwealth Boulevard
Tallahassee, Florida 32399-3000

Virginia B. Wetherell
Secretary

April 11, 1995

Mr. David Mann, Director
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Dear Mr. Mann:

This letter is to certify to you that the Friends of Ravine Gardens, Inc. is a newly formed and authorized citizen support organization for which a letter of intent has been signed to provide support for the Division of Recreation and Parks in accordance with Section 258.015, F.S.

Sincerely,

Fran P. Mainella, CLP
Director
Division of Recreation and Parks

FPM/pwc

*Non-profit
files waived
pursuant to
617.0122*

*Donor
ack
5/11/95*

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DIRECTOR
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FRIENDS OF RAVINE GARDENS, INC.
(a corporation not for profit)

WE, the undersigned, with other persons being desirous of forming a corporation for charitable and educational purposes under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I

Corporate Name

The name of this corporation is FRIENDS OF RAVINE GARDENS, INC.

ARTICLE II

The initial street address and mailing address of the initial principal office are 1600 Twigg Street, Palatka, Florida 32177.

ARTICLE III

Purposes

This is a non-profit corporation organized exclusively for public charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code. Specifically, this non-profit corporation is organized to function as a citizen support organization for Ravine State Gardens Park located in Palatka, Putnam County, Florida, in order to generate and employ additional resources and support for and in the best interest of the park through events and activities, including, but not necessarily limited to the

following: special work projects, special programs, special events, outreach programs, educational activities and communications, special exhibits, interpretive programs, fund raising activities and events, and guided tours as well as those activities or events which are designed to meet any additional needs of Ravine State Gardens Park.

ARTICLE IV

Duration

This corporation shall exist shall perpetually from the date it is filed with the Department of State, unless sooner dissolved voluntarily or by law.

ARTICLE V

Management of Corporate Affairs

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The Board of Directors shall be elected as set forth in the By-Laws of the corporation. The initial number of directors of this corporation shall be three (3), provided however, that such number may be changed by a majority vote of the membership. The directors hereinafter named shall hold office until the first annual meeting. The names and addresses of such initial directors are as follows:

William B. Hancock
1400 Hargrove Street
Palatka, Florida 32177

Don L. Hersey
106 Point of Woods Trail
Palatka, Florida 32177

Leon Conlee
1614 Moseley Avenue
Palatka, Florida 32177

ARTICLE VI

Resident Agent and Office

The street address of the initial registered office is 1600 Twigg Street, Palatka, Florida 32177 and the name of the initial registered agent at such address is Evelyn Misamore.

ARTICLE VII

Membership

The Board of Directors of the corporation shall have the power to admit members to the corporation in such manner, subject to such qualifications, and upon such terms and conditions as may be provided from time to time in the By-Laws of the corporation.

ARTICLE VIII

Amendment of By-laws

Bylaws of this corporation may be made, altered, rescinded or added to by a majority vote of the Board of Directors.

ARTICLE IX

Amendments of Articles

Amendments to these Articles of Incorporation may be made by a majority vote of the membership entitled to vote thereon at any duly called membership meeting of the corporation.

ARTICLE X

Dedication of Assets

The property of this corporation is irrevocably dedicated to educational and charitable purposes as set forth above, and no part of the net income or assets of this corporation shall ever enure to the benefit of any director, officer or member thereof, or to the

benefit of any private individual.

ARTICLE XI

Earnings & Activities of Corporation

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 hereof.

(b) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and 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.

(c) Notwithstanding any other provision of these articles, 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(d) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree,

engage in any activities or exercise any powers that are not in furtherance of the purpose of this corporation.

ARTICLE XII

Distribution of Assets

Upon 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 of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of 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 such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE XIII

Subscribers

The names and residence addresses of the Subscribers of this corporation are as follows:

William B. Hancock
1400 Hargrove Street
Palatka, Florida 32177

Leon Conlee
1614 Mosley Avenue
Palatka, Florida 32177

Don L. Hersey
106 Point of Woods Trail
Palatka, Florida 32177

WE, the undersigned, being the subscribers and incorporators of this corporation, for the purpose of forming this non-profit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 21 day of March, 1995.

William B. Hancock
WILLIAM B. HANCOCK

Leon Conlee
LEON CONLEE

Don L. Hersey
DON L. HERSEY

STATE OF FLORIDA
COUNTY OF PUTNAM

BEFORE ME, the undersigned authority, personally appeared WILLIAM B. HANCOCK, LEON CONLEE and DON L. HERSEY to me known to be the persons who executed the foregoing Articles of Incorporation and they acknowledged to and before me that they executed such instrument.

21 IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of March, 1995.

Cheryl L. Warren
Notary Public
My Commission Expires:



OFFICIAL SEAL
CHERYL L. WARREN
My Commission Expires
Jan. 24, 1996
Comm. No. CC 171544

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CERTIFICATE DESIGNATING AGENT UPON WHOM PROCESS MAY BE SERVED
AND THE PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THE STATE OF FLORIDA

In pursuance of Section 48.091 and Section 607.034(3), Florida Statutes, the following is submitted in compliance with said sections:

FRIENDS OF RAVINE GARDENS, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at Palatka, County of Putnam and State of Florida, has named Evelyn Misamore as its registered agent to accept service of process within this state, who is located at 1600 Twigg Street, Palatka, Florida 32177.

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provisions of said sections relative to keeping open the registered office.

Evelyn Misamore
Registered Agent