



N95000001881

Department of Environmental Protection

Lawton Chiles
Governor

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

Virginia B. Wetherell
Secretary

April 17, 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 St. Marks Trail Association, Inc. is a duly authorized citizen support organization which is under contract 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

Handwritten: This is being submitted to the Department 4/17/95

Handwritten: 15 11/1/95

Handwritten: Main P's pursuant to 617.0122

DIVISION OF RECREATION AND PARKS
TALLAHASSEE, FLORIDA

RECEIVED
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TRANSMITTAL LETTER

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

SUBJECT: St. Marks Trail Association, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation which is exempt from filing fees in accordance with Section 617.0122, Florida Statutes.

FROM: Phillip A. Werndli
Department of Environmental Protection
Division of Recreation and Parks
3900 Commonwealth Blvd. MS 535
Tallahassee, FL 32399

RECEIVED

ARTICLES OF INCORPORATION

OF

06 1995
BUREAU OF PARKS
DISTRICT 1 A Florida Not For Profit Corporation

ST. MARKS TRAIL ASSOCIATION, INC.

ARTICLE I

NAME

The name of the Corporation shall be the ST. MARKS TRAIL ASSOCIATION, INC., a Florida not for profit corporation.

ARTICLE II

TERMS OF EXISTENCE

The date and time of the commencement of the corporate existence of the Corporation shall be as of the time of the filing of these Articles of Incorporation with the Department of State for the State of Florida, and this Corporation shall exist perpetually, unless dissolved under Florida law.

ARTICLE III

CHARITABLE PURPOSE AND POWER

1. The Corporation shall be at all times a not for profit corporation under the provision of the Florida Not For Profit Act [Fla. Stat. 617]. The Corporation shall be organized and shall be operated exclusively for public charitable and education uses within the meaning of Section 501(c)(3) of the Internal Revenue Code.

2. To act as a nonprofit citizen's support organization to foster improvements and maintenance of the St. Marks Trail; develop additional linkages and a network of trails that connect with or are proximate to the Trail, promote environmental, recreational, cultural and historical awareness of the Trail; encourage use of the Trail; as a healthful and safe facility for cycling, hiking, horseback riding, running and related recreational activities; and support other parks and recreation areas associated with the St. Marks Trail.

3. The Corporation shall have the full power and authority to:

(a) Conduct programs and activities; raise funds; request and receive grants, gifts, contributions, dues and bequests of money, real and personal property; acquire, receive, hold,

invest and administer, in its own name, securities, funds, objects of value, or other property, real or personal; and make expenditures and distributions to or for the benefit of the St. Marks Trail and other organizations exempt under Section 501(c)(3) of the Internal Revenue Code.

(b) Carry on all the other activities allowed by the laws of the State of Florida and the United States for a charitable and educational organization.

(c) Borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of business.

(d) Within and subject to the limitations of Section 501(c)(3) of the Internal Revenue Code, to perform all other acts necessary or incidental to the above, and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the Corporation, as set forth in these Articles of Incorporation, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Florida Not For Profit Corporation Act.

4. The Corporation shall serve only such purpose and functions and shall engage only in such activities as are consonant with the purposes set forth in these Articles and as are exclusively charitable under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV

PUBLICLY SUPPORTED TAX-EXEMPT NONPROFIT CORPORATION

1. The Corporation shall be neither organized nor operated for pecuniary gain or profit. Moreover:

(a) No part of the net earnings of the Corporation shall ever inure to the benefit of, or be distributable to, any member director, officer, or trustee of the Corporation, or any other private person; but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distribution in furtherance of the purposes as set forth in these Articles.

(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 (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provisions of the Articles, the Corporation shall not carry on any other activities not permitted to be carried on:

(i) By a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of Section 509(a) of the Internal Revenue Code; or

(ii) By a corporation, contributions to which are deductible for federal income tax purposes under Section 170(c)(2) of the Internal Revenue Code.

2. It is intended that the Corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of Section 509(a) of the Internal Revenue Code. All terms and provisions of these Articles of Incorporation and the Bylaws of the Corporation, and all authority and operations of the Corporation, shall be construed, applied and carried out in accordance with such intent.

ARTICLE V

MEMBERSHIP

1. The Board of Directors of the Corporation shall have the power to admit members to the Corporation in such manner, subject to such qualification, and upon such terms and conditions and with such rights and privileges, including voting, as may be provided from time to time in the Bylaws of the Corporation and consistent with provisions of these Articles of Incorporation.

2. The Corporation shall consist of persons, including individual, partnerships, and corporations, elected to membership by the Board of Directors. All persons who are interested in the objective of the Corporation shall be eligible for membership. Membership may be divided into one or more classes.

3. For proper cause and after reasonable notice and hearing, the membership of any person may be terminated by the Board of Directors. Failure to pay membership dues as required under the Bylaws shall be sufficient cause for termination of membership without a hearing.

4. The Corporation shall provide for equal membership and employment opportunities to all persons regardless of race, color, religion, sex, age or natural origin.

ARTICLES VI

BOARD OF DIRECTORS

1. The corporations shall be governed by a Board of Directors. The number of directors which shall serve as the initial Board of Directors for this Corporations is eleven (11). The directors shall be selected in the manner provided in the Bylaws.

2. The directors shall be members of the Corporation and the number of directors of the Corporation shall never be fewer than four (4); provided, however, that a greater number may be established by a duly adopted Bylaw. A quorum of the number of Directors shall consist of three directors, unless a duly adopted Bylaw requires a higher number.

3. The names and addresses of the individuals, each of whom is 18 years of age or older, to serve on the initial Board of Directors are as follows:

Bonnie Abellera
825 South Bahama Drive
Tallahassee, FL 32311

Steve Lindeman
Route 1, Box 678
Tallahassee, FL 32312-9712

Joseph Beckham
605 North Ride
Tallahassee, FL 32303

Dot Skofronick
441 McDaniel Street
Tallahassee, FL 32303

Joe Dexter
1615 Jackson Bluff Road
Tallahassee, FL 32304

Jim Skofronick
441 McDaniel Street
Tallahassee, FL 32303

Ken Foster
1425 Green Street
Tallahassee, FL 32303

Suzanne Taylor
3595 Crump Road
Tallahassee, FL 32308

Valerie Foster
1425 Green Street
Tallahassee, FL 32303

Jean Wilson
819 Miccosukee Road
Tallahassee, FL 32308

Gleneen Hill
Route 5, Box 946
Tallahassee, FL 32311

4. The named directors shall serve until the first annual election.

ARTICLE VII

OFFICERS

1. The officers of the Corporation shall be President, Vice-President, Secretary and Treasurer, and such other officers and assistant officers as may be created from time to time by the Board of Directors.

2. The names of the initial officers to serve until the first election, are as follows:

President -	Ken Foster
Vice President-	Dot Skofronick
Secretary -	Jean Wilson
Treasurer -	Valerie Foster

ARTICLE VIII

BYLAWS

The Bylaws of the Corporation may be made, altered, rescinded, or adopted by a resolution of the Board of Directors or as otherwise set forth in the Bylaws. The Bylaws shall contain the quorum, notice and voting requirements for meetings and activities of the membership.

ARTICLE IX

DISSOLUTION, RESERVATION OF ASSETS

1. In the event of dissolution or the termination of the Corporation, title to all of its assets shall vest in the Department of Environmental Protection of the State of Florida, or its successor, to be used exclusively for the purposes set forth in these Articles, provided that such does not impair or destroy the tax exempt status of the Corporation or result in the denial of tax exempt status for donations, contributions, legacies or dues received by this corporation to the extent that such tax exempt status shall be allowed under any applicable law or regulation.

2. Notwithstanding anything herein to the contrary, the assets of the Corporation are hereby irrevocably dedicated to charitable use. Accordingly, in the event the Department of Environmental Protection of the State of Florida, or its successor, fails to qualify to receive or otherwise fails to accept the Corporation's assets upon dissolution, the residual assets of the Corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code or corresponding sections of any prior or future law, or to the federal, state or local government for exclusive public purposes.

ARTICLE X

AMENDMENTS TO ARTICLES OF INCORPORATION

Amendments to these Articles of Incorporation shall be proposed by the Board of Directors in the form of a resolution, which must be adopted by a vote of two-thirds (2/3) of all members present at any meeting of the membership called for that purpose. A quorum at said meeting shall consist of one-third (1/3) of the Corporation's members. Notwithstanding anything herein to the contrary, amendments which are required or advisable to obtain or maintain the Corporation's tax exempt status may nevertheless be adopted at a meeting of the Board of Directors by a unanimous vote of the directors then in office.

ARTICLE XI

INCORPORATORS

Ken Foster, President
1425 Green Street
Tallahassee, FL 32303

Joan Wilson, Secretary
819 Miccosukee Road
Tallahassee, FL 32308

Bonnie Abellera
825 South Bahama Drive
Tallahassee, FL 32311

Joseph Beckham
605 North Ride
Tallahassee, FL 32303

Jim Skofronick
441 McDaniel Street
Tallahassee, FL 32303

Gleneen Hill
Route 5, Box 946
Tallahassee, FL 32311

Dot Skofronick, Vice President
441 McDaniel Street
Tallahassee, FL 32303

Valerie Foster, Treasurer
1425 Green Street
Tallahassee, FL 32303

Steve Lindeman
Route 1, Box 678
Tallahassee, FL 32312

Joe Dexter
1615 Jackson Bluff Road
Tallahassee, FL 32304

Suzanne Taylor
3595 Crump Road
Tallahassee, FL 32308

ARTICLE XII

INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT OF CORPORATION

Initial Principal Office - Ken Foster President
St. Marks Trail Association
1022 DeSoto Park Drive
Tallahassee, FL 32301

Registered Agent - Phillip Werndli, Oper. Mgmt. Consul.
DEP Division of Recreation & Parks
3900 Commonwealth Boulevard
Mall Station #535
Tallahassee, FL 32399

ARTICLE XIII

ADMINISTRATION

The Corporation is organized on a nonstock basis. The annual meeting shall be held at such time and place as set forth in the Bylaws. Cumulative voting for any and all purposes is expressly prohibited.

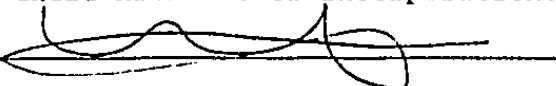
ARTICLE XIV

DEFINITIONS

For purposes of these Articles of Incorporation, "charitable purposes" include charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, contributions for which are deductible under Section 170(c)(2) of the Internal Revenue Code. All references in these Articles of Incorporation are to sections of the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any applicable future United States Internal Revenue Code law, and to all regulations issued under such sections and provisions.

IN WITNESS WHEREOF, the undersigned being the incorporator(s) of this corporation have executed these Articles of Incorporation.

Date 4/2/95

Signature 

**CERTIFICATE OF DESIGNATION REGISTERED
AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISION OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is the St. Marks Trail Association, Inc.
2. The name and address of the registered agent and office is:

Phillip A. Werndli
Department of Environmental Protection
Division of Recreation and Parks
3900 Commonwealth Blvd. MS 535
Tallahassee, FL 32399

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.

Phillip A. Werndli

Signature

4/17/95

Date