

# N95000001959

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STEPHEN R. DYE  
D. ROBERT ROYCE  
PATRICK R. SCOTT

DEWEY A. DYE, JR., ATTORNEY

PLEASE REPLY TO:  
P.O. DRAWER 8480  
IRVINGTON, FLORIDA 34206

April 17, 1995

Bureau of Corporate Records  
P.O. Box 6327  
Tallahassee, FL 32314

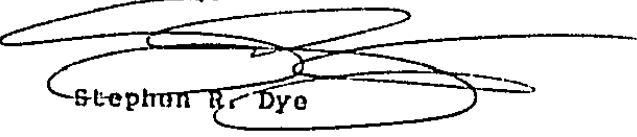
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-04/21/95--01070--001  
\*\*\*122.50 \*\*\*122.50

RE: ANNA MARIA ENVIRONMENTAL EDUCATION ASSOCIATION, INC.,  
a Florida not for profit corporation

Gentlemen:

Enclosed please find original and copy of Articles of Incorporation and our firm check in the amount of \$122.50 to cover the following: \$35.00 Filing Fee; \$52.50 Certified Copy; and \$35.00 Registered Agent, re the above. Please return the certified copy to the undersigned at the above address. Thank you for your cooperation.

Sincerely,

  
Stephen R. Dye

SRD/dal

Enclosures

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4/24

ARTICLES OF INCORPORATION  
OF  
ANNA MARIA ENVIRONMENTAL EDUCATION ASSOCIATION, INC.  
A Florida Not for Profit Corporation

ARTICLE I  
NAME

The name of the Corporation is:

ANNA MARIA ENVIRONMENTAL EDUCATION ASSOCIATION, INC.

ARTICLE II

The principal place of business, street and mailing address of this corporation shall be:

234 - 85th Street  
Holmes Beach, Florida 34217

ARTICLE III  
TERM OF EXISTENCE

The Corporation shall exist perpetually unless sooner dissolved as authorized by law.

ARTICLE IV  
PURPOSES AND POWERS

The purposes for which the Corporation is organized, and the powers of the Corporation shall be to operate without profit and to accept and receive, property of whatever kind, and wherever situate, received by it by gift, grant, purchase, devise, bequest, or in any lawful manner and to administer and distribute such property exclusively for environmental education of the public particularly in relation to Anna Maria Island and other related cultural and charitable purposes, including:

- (1) To distribute property in accordance with the terms of gifts, bequests, or devises made to the corporation which are not inconsistent with its purposes;
- (2) To modify any restriction or condition on the administration and distribution of funds for any specified purpose consistent herewith if in the sole judgment of the Board of Directors such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the designated purposes of the corporation.
- (3) To accept, hold title to, own, purchase, acquire, replace, improve, manage, maintain and administer the use of any property in accordance with the Articles, By-Laws and Florida law.
- (4) To purchase insurance upon any property, and for the protection of the Association and its Members.

(5) To negotiate and contract for materials and services for the benefit of the Members and to further the purposes of the Corporation.

(6) To borrow money and to pledge assets of the Association as security therefore provided the assent of two-thirds of the Members is obtained.

(7) To employ personnel for reasonable compensation to perform the services required for the proper carrying out of the Corporation responsibilities.

(8) To exercise such further authority as may be reasonably necessary to carry out each and every of the obligations of the Corporation set forth in the Articles or the By-Laws, including any right or power reasonably to be inferred from the existence of any other right, power, duty, or obligation given to the Association, or reasonably necessary to effectuate its obligations under the Covenants.

(9) To participate in mergers and consolidations of other non-profit corporations organized for the same purposes.

#### ARTICLE V EARNINGS AND ACTIVITIES OF CORPORATION

The earnings and activities of the Corporation are subject to the following restrictions and limitations:

(1) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director of the Corporation or any member of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no Director of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(2) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

#### ARTICLE VI DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all 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, educational, 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 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Manatee County, Florida, 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 VII MEMBERSHIP

The Corporation is organized upon a non-stock basis. The qualifications for members and the manner of their admission shall be as regulated by the By-Laws of the Corporation.

#### ARTICLE VIII MANAGEMENT OF CORPORATION

All corporate powers shall be exercised by or under the authority of, and the business of the Corporation shall be managed under the direction of, a Board of Directors consisting of no less than three (3) persons. The election of directors and their terms of holding office shall be as regulated by the bylaws of the Corporation.

First Board of Directors: The names and addresses of the initial Board of Directors who shall serve until their successors are elected and have qualified, or until they resign or are removed, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
1. Richard Bohnenberger	234 - 85th Street Holmes Beach, FL 34217
2. Don Maloney	615 Foxworth Lane Holmes Beach, FL 34217
3. Dawn Howard	109 - 75th Street Holmes Beach, FL 34217

The initial Directors designated herein need not be Members of the Association. All other Board Members shall be Members.

#### ARTICLE IX OFFICERS

The officers of the Corporation shall consist of a President, a Secretary, and a Treasurer, each of whom shall be elected by the

Board of Directors at such time and in such manner as regulated by the bylaws of the Corporation. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors or chosen in such other manner as regulated by the bylaws of the Corporation.

#### ARTICLE X AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended by the Directors of the Corporation at any regular or special business meeting called for that purpose, provided that notice of the proposed amendment has been given to each member of the Board of Directors no more than sixty (60) nor less than ten (10) days prior to the meeting. Any action of the Board of Directors to amend these Articles shall require an affirmative vote of three-quarters (3/4) of the then elected and qualified Directors of the Corporation.

#### ARTICLE XI BY-LAWS

The By-Laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or these Articles of Incorporation. The power to adopt and amend By-Laws shall be vested in the Board of Directors. By-Laws may be adopted or amended by the Directors of the Corporation at any regular or special business meeting called for that purpose, provided that notice of said meeting has been given to each member of the Board of Directors no more than sixty (60) nor less than ten (10) days prior to the meeting. Any action of the Board of Directors to adopt or amend By-Laws shall require an affirmative vote of a majority of the then elected and qualified Directors of the Corporation.

#### ARTICLE XII INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is as follows:

RICHARD BOHNENBERGER  
234 - 85th Street  
Holmes Beach, Florida 34217

#### ARTICLE XIII REGISTERED OFFICE

The street address of the initial registered office of the corporation is 1111 3rd Avenue West, Bradenton, Florida 34205, and the name of the initial registered agent of this corporation at that address is STEPHEN R. DYE.

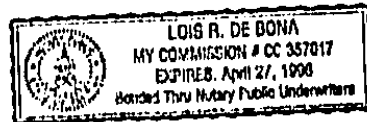
IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 17<sup>th</sup> day of April, 1995.

Richard Bohnenberger  
RICHARD BOHNENBERGER

STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 17 day of April, 1995, by Richard Bohnenberger, who is personally known to me or who has produced Personally Known as identification and who did not take an oath.

Lois R. DeBona  
Notary Public  
(print name)  
My commission expires: \_\_\_\_\_

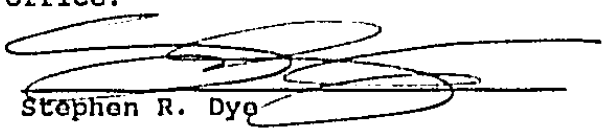


REGISTERED AGENT CERTIFICATE

In pursuance of Chapter 607, Florida Statutes, the following is submitted:


Rich Bohannonberger, the original incorporator of the proposed corporation, ANNA MARIA ENVIRONMENTAL EDUCATION ASSOCIATION, INC., a Florida not for profit corporation, which shall have its principal office at 234 - 85th Street, Holmes Beach, Florida 34217, has named STEPHEN R. DYE to serve as Registered Agent for the said corporation, such designation becoming effective as of the date of the approval of the Articles of Incorporation filed herewith.

Having been designated to accept service of process for the above referenced corporation, at the address indicated in this certificate, I hereby accept such designation and agree to comply with state laws relating to such office.

  
Stephen R. Dye

STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 17 day of April, 1995, by Stephen R. Dye, who is personally known to me or who has produced Personally Known as identification and who did not take an oath.

  
Notary Public  
(print name) \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

