



N9500002160

Department of Environmental Protection

Lawton Chiles
Governor

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

Virginia B. Wetherell
Secretary

May 1, 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 Guana River State Park, 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

*Exempt from
filing fee
6/7-01/22
CC issued
per Lys*

RECEIVED
95 MAY - 1 PM 2:54
DIRECTOR
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
FRIENDS OF GUANA RIVER STATE PARK, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION**

FILED
SECRETARY OF STATE
JAN 11 1965
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of the Corporation shall be FRIENDS OF GUANA RIVER STATE PARK, INC., a Florida not-for-profit corporation.

ARTICLE II

Terms of Existence

The date and time of commencement of the Corporate existence of the Corporation shall be as of the time of the filing of these Articles of Incorporation by the Department of State for the State of Florida, and this Corporation shall exist perpetually, unless sooner 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 provisions of the Florida Not-For-Profit Act (Chapter 617, Florida Statutes). The Corporation shall be organized and shall be operated exclusively for public charitable and educational uses and purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

2. 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; or 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 Guana River State Park.

(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 its 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.

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

ARTICLE IV

Publicly Supported Tax-Exempt Non-Profit 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 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 Article Three hereof.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, attempting to influence legislation; and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision 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 By-laws 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 By-laws of the Corporation and as are not inconsistent with any provision of these Articles of Incorporation. Members may be divided into one or more classes.

2. The Corporation shall consist of persons, including individuals, partnerships, and corporations. All persons who share the objectives of the Corporation shall be eligible for membership. 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 By-laws shall be sufficient cause for termination of membership without a hearing.

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

ARTICLE VI

Board of Directors

1. The Corporation shall be governed by a Board of Directors. The number of directors which shall serve as the initial Board of Directors for this Corporation is ten. The directors shall be elected in the manner provided in the By-laws.

2. The directors shall be members of the Corporation and the number of directors of the Corporation shall never be fewer than five; provided, however, that a greater number may be established and revised by a duly adopted By-law.

A quorum of the Board of Directors shall consist of one half the current number of directors as set forth in the By-laws, unless a duly adopted By-law requires a higher percentage

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:

Joan Melvin	2860 Pellicer Rd. St. Augustine, FL 32092 (904) 824-1972
Ellen Klein	110 Ocean Hollow Lane #315, St. Augustine, FL 32095 (904) 829-5667
Jo Bater	622 Ponte Vedra Blvd. D-1 Ponte Vedra Bch, FL 32082 (904) 273-1259
Randall Hester	2690 S. Ponte Vedra Blvd. Ponte Vedra Bch, FL 32082 (904) 825-5071
Linda Harrison	43 Quail Lane, Jacksonville Beach, FL 32250 (904) 249-3616
Greg Gilbert	143 Onelda St., St. Augustine, FL 32084 (904) 824-5578
Heike Charest	110 Neptune Road, St. Augustine, FL 32086 (904) 794-0701
Pat Zaborsky	2415 S. Ponte Vedra Blvd., Ponte Vedra Beach, FL 32082 (904) 825-0558
Diane Reed	110 Ocean Hollow Lane, St. Augustine, FL 32095 (904) 829-9854
Dona K. Bentzien	1370 16th Ave. South, Jacksonville Beach, FL 32250 (904) 241-6041
Jerry Harrison	43 Quail Lane, Jacksonville Beach, FL 32250 (904) 249-3616

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

ARTICLE VII

Officers

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

ARTICLE VIII

By-laws

The By-laws for the Corporation may be made, altered, rescinded, or adopted by a resolution of the Board of Directors as otherwise set forth in the By-laws. The By-

laws shall contain the quorum, notice and voting requirements for meeting 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 (Guana River State Park HOSP Fund), or its successor, to be used exclusively for the purposes hereinabove set forth, provided that such does not impair or destroy the tax exempt status of the Corporation or result in the denial of tax exempt status to 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 successors, 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 purpose.

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 of all members present at any meeting of the membership called for that purpose. 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 unanimous vote of the Directors then in office.

ARTICLE XI

Incorporators

The names and address of the incorporators are as follows:

Jean Melvin 2860 Pellicer Rd. St. Augustine, FL 32082

Ellen Klein 110 Ocean Hollow Lane #315, St. Augustine, FL 32095

Jo Bator 622 Ponte Vedra Blvd. D-1 Ponte Vedra Bch, FL 32082

ARTICLE XII

Initial Principal Office and Registered Agent of the Corporation

The initial principal office, and name and address of the initial registered agent of the Corporation shall be:

Jean Melvin 2690 S. Ponte Vedra Blvd. Ponte Vedra Bch, FL 32082

ARTICLE XIII

Administration

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

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 Internal Revenue Code. All references in these Articles of Incorporation to sections of the Internal Revenue Code shall be considered reference to 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 law, and to all regulations issued under such sections and provisions.

IN WITNESS WHEREOF, we the undersigned, do hereby make, subscribe, acknowledge and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true and that we have executed these Articles of Incorporation for the purpose of creating a corporation, not for profit, under the laws of the State of Florida.

DATED this 12 day of April, 1995

Jean Melvin
INCORPORATOR

Jo Bater
INCORPORATOR

Ellen R. Klein
INCORPORATOR

STATE OF FLORIDA
COUNTY OF ST. JOHNS

Before me, the undersigned authority duly authorized to take acknowledgements and administer oaths, personally appeared Jean Melvin, Ellen Klein, and Jo Bater who, after being by me duly cautioned and sworn, upon their oaths, acknowledged to me that they are the persons described in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal on this the 12 day of April, 1995.

Carol P. Howes
Notary Public



CAROL LYNN HOWES
MY COMMISSION # CC250119 EXPIRES
January 24, 1997
BONDED THRU TROY FAIR INSURANCE, INC.

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in the certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Jean Melvin
Jean Melvin

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0601 OR 617.0601, 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: Friends of Guana River State Park Inc
(must include suffix)

2. The name and address of the registered agent and office is:

Jean Melvin

(Name)

2690 S. Ponte Vedra Blvd.

(Street address - P. O. Box not acceptable)

S. Ponte Vedra Beach, FL 32082

(City/State/Zip)

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 provisions 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.

Jean Melvin
(Signature)

4.20.95
(Date)

Registered Agent filing fee \$35.00