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OUCHTERSON, OUCHTERSON, PREWITT & SUNDHEIM, P.A.

310 SE OCEAN BOULEVARD

STUART, FLORIDA 34904

WM A. OUCHTERSON  
JOHN E. PREWITT  
FREDERICK G. SUNDHEIM, JR.

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(407) 287-0000

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July 12, 1995

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-07/17/95--01083--012  
\*\*\*\*122.50 \*\*\*\*122.50

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

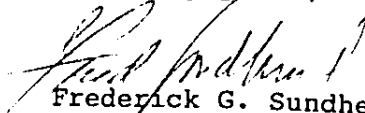
Re: Citizens Coalition of Martin County, a Florida  
not-for-profit corporation

Dear Sirs:

I have enclosed herewith our check in the amount of \$122.50 to cover your filing fee to incorporate the above-captioned corporation.

Once the Articles have been filed, please return same to my office in the enclosed self addressed stamped envelope.

Sincerely yours,



Frederick G. Sundheim, Jr.

FGS/h  
Encl.  
C-469B

200

ARTICLES OF INCORPORATION  
OF  
CITIZENS COALITION OF MARTIN COUNTY, INC.  
a Florida not-for-profit corporation

We, the undersigned, with other persons, being desirous of forming a corporation for the purposes herein stated, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I

The name of this corporation is CITIZENS COALITION OF MARTIN COUNTY, INC. The mailing address is: 4937 SE Longleaf Place, Hobe Sound, Fl 33455.

ARTICLE II  
PURPOSES

The purpose of this corporation shall be to foster community participation and provide information and education to the citizens of Martin County in order to insure continuity and preservation of our unique quality of life through responsible growth thereby protecting our natural treasures, resources and "good nature".

This corporation shall make no profit; shall distribute no income to its members, directors or officers.

ARTICLES III  
POWERS

The powers of the corporation shall include and be governed by the following provisions:

The corporation shall have all the common law and statutory powers of the corporation not-for-profit not in conflict with the terms of these Articles.

ARTICLE V  
TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI  
SUBSCRIBERS

The names and addresses of the subscribers are as follows:

Berrhard M. Auer

Post Office Box 1376  
Hobe Sound, Florida 33475

Donna Melzer

3741 SW Centre Court  
Palm City, Florida 34990

Charles W. Raska

4937 SE Longleaf Place  
Hobe Sound, Florida 33455

#### ARTICLE VII OFFICERS

The affairs of the corporation shall be administered by the officers designated in the by-laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association, and shall serve at the pleasure of the Board of Directors.

#### ARTICLE VIII DIRECTORS

1. The affairs of the corporation will be managed by a Board of Directors consisting of a number of directors to be determined by the by-laws, but not less than three directors. The initial Board of Directors shall consist of five (5) members, two of whom will serve for a term of five (5) years, and one for a term of four (4) years. At each subsequent election of the directors, all directors shall serve a term of two years. If the number of directors has increased or decreased, the increase or decrease will, as nearly as practicable, be divided so that the number of directors on the staggered terms are equal. The number of directors to serve on the Board may not be increased for a period of five (5) years without the consent of the initial Board. Directors need not be member of the corporation.

2. Directors of the corporation shall be elected at the annual meeting of the members in the manner determined by the by-laws. Directors may be removed, and vacancies on the Board of Directors shall be filled in the manner provided by the by-laws provided, however, that none of the original Directors named herein shall be removed at regular or special meetings until their terms have expired. The initial Directors shall serve until their successors have been duly elected and qualified under the provisions herein and the by-laws of this corporation. Any vacancies occurring on the initial Board of Directors before the termination of the longest term thereof, shall be filled by majority vote of the remaining initial director.

#### ARTICLE IX REGISTERED OFFICE AND AGENT

The street address of its initial registered office and the name of its initial registered agent at such address is:  
FREDERICK G. SUNDHEIM, JR., 310 SW Ocean Boulevard, Stuart,  
Florida 34994.

ARTICLE X  
INDEMNIFICATION

Every director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities including counsel fees, reasonably incurred by or imposed upon him in connection with any proceedings or any settlement of any proceedings to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the corporation, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other right to which such director or officer may be entitled.

ARTICLE XI  
BY-LAWS

1. The Board of Directors of this corporation may provide such by-laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

2. Upon proper notice, the by-laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any such special meeting called for that purpose.

ARTICLE XII  
AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

1. Notice of the subject matter of the proposed amendments shall be included in the notice of any meeting in which the proposed amendments is concerned, whether it be at a regular or a special meeting called for that purpose.

2. A resolution for the adoption of a proposed amendment may be presented either by the Board of Directors or by the members of the corporation. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval or disapproval is delivered to the Secretary at or prior to, the meeting, except as elsewhere provided.

(a) Such approval must be made by not less than 75% of the entire membership of the Board of Directors and by not less than 75% of the votes of the entire voting membership, or,

(b) by not less than 80% of the votes of the entire voting membership of the corporation, or,

(c) by the majority vote of the initial Board of Directors.

3. Provided, however, that no amendment shall make any changes in the qualification for members, not the voting rights of members, without approval, in writing, by all voting members. Provided further, that no amendments shall make any change in the term of removal of the initial Board of Directors.

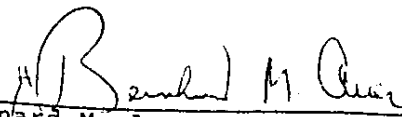
ARTICLE XIII  
DISSOLUTION

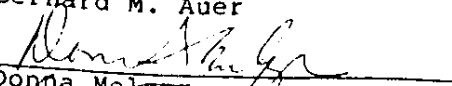
In the event of dissolution, the assets of this corporation shall be dedicated to a public body or conveyed to a non-profit organization with similar purposes.

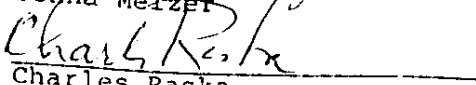
ARTICLE XIV  
LOCATION

The location of this corporation shall be at Stuart, County of Martin, State of Florida.

IN WITNESS WHEREOF, we the undersigned subscribing Incorporators, have hereunto set our hand and seals this 17th day of July, 1995, for the purposes of forming this corporation not for profit under the laws of the State of Florida.


  
Bernard M. Auer

  
Donna Melzer

  
Charles Raska

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of the above corporation.

  
Frederick G. Sundheim, Jr.

STATE OF FLORIDA *Connecticut*  
COUNTY OF MARTIN *Fairfield*

The foregoing instrument was acknowledged before me  
this 7<sup>th</sup> day of July, 1995, by BERNARD M. AUER.

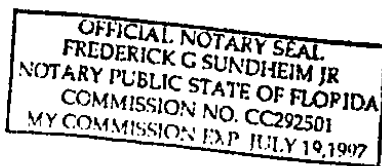
Margarete Gramlich  
Signature of Notary Public  
State of ~~Florida~~ *Connecticut*  
MARGARETE GRAMLICH  
NOTARY PUBLIC  
Print, type or stamp commissioned  
name of Notary Public  
My commission expires: July 31, 1998  
My commission expires:

Personally known  or produced identification \_\_\_\_  
Type of Identification Produced \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me  
this 11<sup>th</sup> day of July, 1995, by DONNA MELZER.

[Signature]  
Signature of Notary Public  
State of Florida



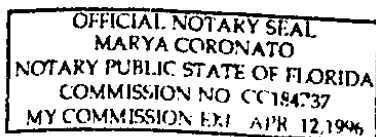
Print, type or stamp commissioned  
name of Notary Public  
My commission expires:

Personally known  or produced identification \_\_\_\_  
Type of Identification Produced \_\_\_\_\_

STATE OF FLORIDA  
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me  
this 11 day of July, 1995, by CHARLES W. RASKA.

Marya Coronato  
Signature of Notary Public  
State of Florida



Print, type or stamp commissioned  
name of Notary Public  
My commission expires:

Personally known  or produced identification \_\_\_\_  
Type of Identification Produced \_\_\_\_\_