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JERRY W. GERDE

ALLEN N. JELKS, JR.

DOUGLAS L. SMITH

MAYO C. JOHNSTON

(1912-1983)

WILLIAM E. HARRIS

(1923-1988)

February 28, 1996

Corporate Records Bureau
DEPARTMENT OF STATE
409 East Gaines Street
P. O. Box 6327
Tallahassee, FL 32399

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Re: St. Andrew Bay Environmental Study Team, Inc.

Dear Sir (r Madame:

Please find enclosed herewith the original and a copy of proposed Articles Of Incorporation for the new corporation to be known as St. Andrew Bay Environmental Study Team, Inc., together with a check in favor of the Secretary Of State in the amount of \$122.50 for the following fees:

Filing Fee:	\$ 35.00
Certification of Copy:	52.50
Designation Of Registered Agent:	35.00
Total:	\$122.50

Please note that Article VIII in the Articles Of Incorporation designates the place of business of the Corporation and the name and address of the Registered Agent.

Your assistance in filing same, and in forwarding the Certified Copy to me, would be most appreciated. Thank you.

Very truly yours,

JOHNSTON, HARRIS, GERDE, JELKS & SMITH, P.A.

Allen N. Jelks, Jr.
Allen N. Jelks, Jr.

Enclosures.

cc: Candis Harbison

2-28-96 JB-Schmitt, J et

FILED
96 MAR -1 AM 8 46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SAAS
3/5/96

ARTICLES OF INCORPORATION

OF

ST. ANDREW BAY ENVIRONMENTAL STUDY TEAM, INC.

(A Florida Not-For-Profit Corporation)

FILED

96 MAR -1 AM 8:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In order to form a corporation under and in accordance with the provisions of Chapter 617, Florida Statutes, the following Articles of Incorporation are hereby subscribed, made and adopted.

I.

NAME OF CORPORATION

The name of the Corporation shall be:

St. Andrew Bay Environmental Study Team, Inc.

II.

DURATION

The duration of the corporation is perpetual or until the dissolution of the St. Andrew Bay Environmental Study Team, Inc., in accordance with Florida law.

III.

PURPOSES

The purposes of the corporation are as follows:

A. This corporation is a not-for-profit corporation organized on a non-stock basis under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. Said corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to other organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon not-for-profit corporations; provided, however, that 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 for in item (A) above. 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 or in opposition to any candidate for public office. 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 code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

C. The general nature, objects and purposes of the Corporation shall be to operate without profit and to accept property of whatever kind, and wherever situated, received by it by gift, grant, purchase, devise, bequest, or in any lawful manner and

to administer and distribute such property exclusively for charitable purposes in accordance with items (A) and (B) set forth above.

D. In order to carry out its stated objects and purposes, the corporation may acquire, receive, and hold in its own name, by purchase, gift, grant, or bequest, any real or personal property, and may transfer, sell, mortgage, convey, let, or otherwise use the same, subject to and in accordance with these Articles of Incorporation and Bylaws of the Corporation hereafter adopted, consistent with the charitable purposes for which the Corporation is formed.

E. The corporation shall carry out the following mission:

- 1) to evaluate the status of the St. Andrew Bay ecosystem and its watershed (including bays, bayous, and waterways and pertinent uplands which drain into its bay system).
- 2) to identify any problems affecting the healthy functioning of the St. Andrew Bay system.
- 3) to initiate and implement corrective action to alleviate any problems identified within the St. Andrew Bay system.
- 4) to improve coordination and communication among government agencies, commercial interest, educators, and civic organizations.
- 5) to provide scientific and economic information to decision-makers, including elected officials, commercial interests, and government agencies.
- 6) to initiate and implement a public education and outreach program to inform the citizens on issues affecting the St. Andrew Bay system.
- 7) to achieve the ultimate goal of maintaining and restoring a healthy St. Andrew Bay ecosystem for the benefit of all people.
- 8) to further by all means that are both wise and civil the objects included within or related to those listed in the foregoing seven subsections, specifically including raising necessary funds to finance the means of accomplishing the foregoing purposes and objectives.

IV. BYLAWS

The first Board of Directors of the Corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended or rescinded by the Board of Directors in the manner provided by such Bylaws.

V. MEMBERS

Membership in ST. ANDREW BAY ENVIRONMENTAL STUDY TEAM, INC., shall be determined as set forth in the Bylaws adopted by the corporation.

VI.
BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors consisting of not fewer than three (3) persons, as determined pursuant to provision of the Bylaws. The names and addresses of the initial directors of this Corporation are:

Candis Harbison, 300 Cherry Street #2, Panama City, FL 32401

James Barkuloo, 2310 Ashland Rd, Panama City, FL 32405

Jimm Mann, 950 Huntington Road, Panama City, FL 32405

The manner in which directors are replaced, elected or appointed shall be determined pursuant to provision of the Bylaws.

VII.
OFFICERS

The Officers of the Corporation shall consist of a President, Secretary, and Treasurer. Other Officers may be provided for in the Bylaws. Officers shall be elected by the Board of Directors, and may be removed by the Board of Directors, as stated in the Bylaws.

VIII.
PRINCIPAL OFFICE ADDRESS AND ACCEPTANCE
BY REGISTERED AGENT

The street address of the principal office of this Corporation is 239 E. 4th Street, Panama City, FL 32401, and the name of the initial registered agent of this Corporation at that address is ALLEN N. JELKS, JR., whose residential address is 3908 W. 27th Street, Panama City, FL 32405, and who is familiar with and accepts the duties and responsibilities as registered agent for said Corporation. The street address of the registered office of this Corporation is: 239 E. 4th Street, Panama City, FL 32401.

IX.
INCORPORATORS

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

ALLEN N. JELKS, JR.
239 E. 4th Street
Panama City, Florida 32401

X.
COMMITTEES

The Corporation may establish such committees as may be necessary to efficiently carry out the general purposes and activities of the Corporation.

X.
DISTRIBUTION UPON DISSOLUTION

In the event of the dissolution of this corporation, its assets after payment, or provision for payment, of all debts and

liabilities of the corporation shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

XI.
AMENDMENT

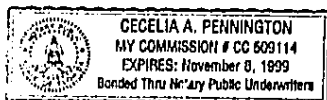
This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, upon a resolution adopted by the Board of Directors and presented to a quorum of Members for their vote, and thereafter adopted by a vote of two-thirds of a quorum of Members of the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22nd day of February, 1996.

Allen N. Jelks, Jr.
ALLEN N. JELKS, JR.
Incorporator/Registered Agent

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 22nd day of February, 1996, by ALLEN N. JELKS, JR., who is personally known by me.



Cecilia A. Pennington
NOTARY PUBLIC (Signature)
NAME: Cecilia A. Pennington
(Print or Type name)
My Commission Expires: 11-8-99
Commission No. CC 509114

R2-22-961AHJ1A-16

FILED
96 MAR -1 AM 8:46
TALLAHASSEE
FLORIDA