



# N96000003396

## Department of Environmental Protection

Lawton Chiles  
Governor

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

RECEIVED  
96 JUN 25 AM 8:58

DIRECTOR Virginia B. Wetherell  
DIVISION OF CORPORATIONS Secretary  
TALLAHASSEE, FLORIDA

June 18, 1996

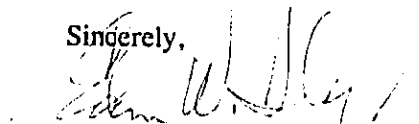
Mr. David Mann, Director  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUN 25 AM 9:01

Dear Mr. Mann:

This letter is to certify to you that the Stewards for the Southeast Florida Aquatic Preserves, Inc., is a newly formed and authorized citizen support organization for which a letter of intent has been signed to provide support for the Division of Marine Resources in accordance with Section 370.0205, F.S.

Sincerely,

  
Edwin J. Conklin, Director  
Division of Marine Resources

*Per SM  
Complies with  
617.0122  
CC @ no charge*

*6/26*

ARTICLES OF INCORPORATION  
OF  
STEWARDS FOR THE SOUTHEAST FLORIDA AQUATIC PRESERVES, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 JUN 25 AM 9:01

ARTICLE I. NAME

The name of this Corporation is STEWARDS FOR THE SOUTHEAST FLORIDA AQUATIC PRESERVES, INC., and it shall have perpetual duration.

ARTICLE II. ADDRESS

The street and mailing address of the principal office of the Corporation is 1801 S. E. Hillmoor Drive, Suite C-204, Port St. Lucie, Florida 34952.

ARTICLE III. PURPOSE

This Corporation is a not for profit corporation. The general purposes for which this Corporation is formed are: (i) to stimulate and foster interest in the aquatic and buffer preserves of Southeast Florida; (ii) to publicize the manifold advantages of conserving and improving the aquatic and buffer preserves of Southeast Florida; (iii) to promote interest through members and volunteers; (iv) to use every reasonable endeavor for the advancement and upbuilding of the aquatic and buffer preserves of Southeast Florida in accordance with the best scientific and economic information available; and (v) assist the Southeast Florida Aquatic and Buffer Preserves Office of the Florida Department of Environmental Protection in implementing management plans for the aquatic and buffer preserves.

For the accomplishment of the purposes herein stated, the Corporation may acquire, hold, own, manage, lease, mortgage or otherwise dispose of real and personal property of every kind and character and to accept gifts thereof from living persons and by will or otherwise, and to exercise all the rights, powers and privileges of a natural owner of such property.

Provided, however, that this Corporation is organized exclusively for charitable, educational and scientific purposes and shall operate exclusively for such purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE IV. BOARD OF DIRECTORS

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the Corporation shall be six plus the highest ranking official of the Southeast Florida Aquatic and Buffer Preserves Office of the Florida Department of Environmental Protection shall be an ex-officio voting member of the board. The number

of board members may be changed pursuant to the bylaws of this Corporation. A majority vote of the board of directors of the Corporation plus the vote of the Southeast Florida Aquatic and Buffer Preserves Office member shall be required to pass any measure before the board.

The directors named herein as the board of directors shall hold office until the next meeting of members, to be held on the second Tuesday in May, 1996, at such place and time as the board of directors may designate by resolution.

Directors elected at the next annual meeting, and at all times thereafter, shall serve as provided in the bylaws. Annual meetings shall be held on the second Tuesday in May of each year, beginning in 1996, at such place and time as the board of directors may designate by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this Corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and residential addresses of the persons who are to serve as directors are:

<u>Name</u>	<u>Residential Address</u>
Richard Baker	200 9th Street SE Vero Beach, Florida 32962
Brian Proctor	1801 S. E. Hillmoor Drive Fort St. Lucie, Florida 34952
Robert Day	1900 S. Harbor City Boulevard M. 'bourne, Florida 32901
Richard Landrum	2646 S. W. Mapp Road Palm City, Florida 34990
Liberta Scotto	Post Office Box 1529 Palm City, Florida 34991
Robert Weiner	510 E. Prima Vista Boulevard Fort St. Lucie, Florida

**ARTICLE V. OFFICERS**

The board of directors shall elect the following officers: president, vice president, treasurer, and secretary, and such other officers as the bylaws of this Corporation may authorize the directors to elect from time to time. Such officers shall be elected at the next annual meeting of the board of directors. Until such election is held, Brian Proctor shall serve as President, Robert Day shall serve as President-elect, Richard Landrum shall serve as Treasurer and Liberta Scotto shall serve as Secretary.

**ARTICLE VI. MEMBERS**

The Corporation is organized upon a nonstock basis as defined in Section 617.011 of the Florida Statutes. The Corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the Corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be as regulated in the bylaws.

**ARTICLE VII. REGISTERED AGENT**

The street address of the registered office of the Corporation is 1801 S. E. Hillmoor Drive, Suite C-204, Port St. Lucie, Florida 34952. The name of its registered agent at such address is Patricia L. Adams.

**ARTICLE VIII. BYLAWS**

Subject to the limitations contained in the bylaws and any limitations set forth in the Not for Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the Corporation, the bylaws of this Corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor in the bylaws if approved by the ex-officio director from the Southeast Florida Aquatic and Buffer Preserves Office.

**ARTICLE IX. NO BENEFIT**

The property of this Corporation is irrevocably dedicated to purposes stated in these Articles of Incorporation and no part of the net income or assets of this Corporation shall ever inure to the benefit of or be distributable to any director, officer, or member thereof, or to the benefit of any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions if furtherance of the purposes set forth in Article III above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise intervene in (including the publishing or distributions of statements) any political campaign on behalf of 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 by a corporation exempt under 502(c)(3) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws, or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

#### ARTICLE X. DISSOLUTION

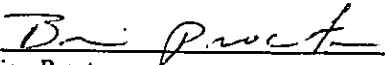
Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to the Florida Department of Environmental Protection, or its successor, to be used in furtherance of the purposes set forth in Article III above, it being intended that no distribution or payment shall be made that will impair or destroy the tax exempt status of the Corporation or that will result in the denial of tax exempt status to corporations, contributions, legacies, or dues received by the Corporation to the extent that such tax exempt status shall be allowed under any applicable law or regulation.

#### ARTICLE XI. AMENDMENTS

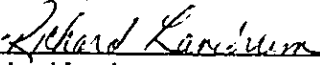
Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of members of the Corporation and approval by the ex-officio director from the Southeast Florida Aquatic and Buffer Preserves Office.

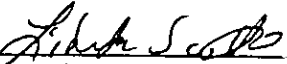
We, the undersigned, being the directors of this Corporation, have executed these Articles of Incorporation on 22 May 1996.

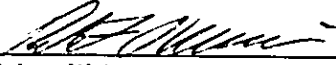
  
Richard Baker

  
Brian Proctor

  
Robert Day

  
Richard Landrun

  
Liberta Scotto

  
Robert Weiner

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

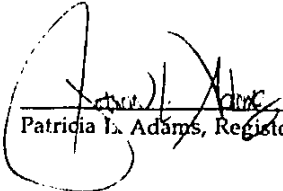
PURSUANT TO THE PROVISIONS OF SECTION 617.0501 OF THE FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is STEWARDS FOR THE SOUTHEAST FLORIDA AQUATIC PRESERVES, INC.
2. The name and address of the registered agent and office is:

Patricia L. Adams  
1801 S. E. Hillmoor Drive, Suite C-204  
Port St. Lucie, Florida 34952

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.

Dated: April 17, 1996

  
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Patricia L. Adams, Registered Agent