

RICHARD B. FITZPATRICK  
CUNTA J. NEAL  
JAMES A. NEAL, JR.

CHARLES B. FITZPATRICK  
1923 - 1986

N96000005589

AREA CODE 388  
726-1821  
FAX # 726-4246

*Fitzpatrick & Fitzpatrick, P.A.*

ATTORNEYS AT LAW  
213 NORTH APOPKA AVENUE  
INVERNESS, FLORIDA 34450-4296

October 15, 1996

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-10/23/96--01065--019  
\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Articles of Incorporation for Friends of the Nature Coast  
Marine and Environmental Science Center, Inc.

Dear Sir/Madam:

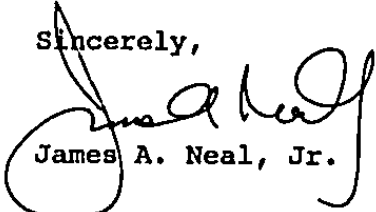
I am enclosing herewith an original and a copy of the Articles of Incorporation for the above named corporation. In addition, a check in the amount of \$122.50 is enclosed which represents the following fees:

Filing Fee.....	\$ 35.00
Certified Copy.....	\$ 52.50
Registered Agent Fee.....	<u>\$ 35.00</u>
Total.....	\$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned in the enclosed self-addressed stamped envelope provided for your convenience.

Your prompt attention to this matter would be appreciated.

Sincerely,

  
James A. Neal, Jr.

JAN/eay  
enclosures  
xc: Kevin Cunningham

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

~~2284-672~~

~~W916-22675~~

*Dmc*  
10-31-96



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 24, 1996

FITZPATRICK & FITZPATRICK, P.A.  
ATTN: JAMES A. NEAL, JR.  
213 NORTH APOPKA AVENUE  
INVERNESS, FL 34450-4296

SUBJECT: FRIENDS OF THE NATURE COAST MARINE AND  
ENVIRONMENTAL SCIENCE CENTER, INC.  
Ref. Number: W96000022695

We have received your document for FRIENDS OF THE NATURE COAST MARINE AND ENVIRONMENTAL SCIENCE CENTER, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

In reviewing our records, we note there is a(n) FRIENDS OF THE NATURE COAST MARINE AND ENVIRONMENTAL SCIENCES CENTER, INC., Document number N95000003443, in existence.

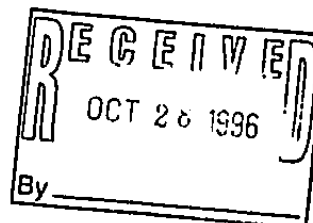
Because of the similarities between the existing corporation and the one you are now seeking to file with us, and because it is our duty to assure that all fees due this office in accordance with section 607.0130(2)(c), Florida Statutes, are collected, we are returning the articles of incorporation unfiled and must request you return the existing corporation to good standing by completing the enclosed reinstatement application and submitting it with the appropriate fees.

The fees to reinstate the corporation are as follows: \$175 reinstatement fee, \$61.25 filing fee per year for the years 1996 through the current year, \$138.75 supplemental fee for the years 1992 forward. The total fee to file the reinstatement is \$236.25, therefore, there is a balance of \$113.75 due. Add an additional \$8.75 for each certificate of status requested.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 596A00049248



RICHARD S. FITZPATRICK  
CURTIS J. NEAL  
JAMES A. NEAL, JR.

AREA CODE 352  
726-1021  
FAX # 726-4246

CHARLES D. FITZPATRICK  
1923 - 1998

*Fitzpatrick & Fitzpatrick, P.A.*

ATTORNEYS AT LAW  
213 NORTH APOPKA AVENUE  
INVERNESS, FLORIDA 34450-4296

October 29, 1996

Doris McDuffie  
Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee FL 32314

**Re: Friends of the Nature Coast Marine and Environmental  
Science Center, Inc.**

Dear Ms. McDuffie:

Thank you so much for your assistance on the telephone today. I am returning to you, the Articles of Incorporation for the referenced corporation for filing. Included in this packet is the Affidavit required by Section 617.1421(6), Florida Statutes. If you need anything further with regard to this matter, please feel free to call me. Your anticipated cooperation is sincerely appreciated. For the firm, I remain

Sincerely,

  
James A. Neal, Jr.

JAN/eay

enclosures: Articles of Incorporation; Affidavit  
c:\msd\corp\marine.sci

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TALLAHASSEE, FLORIDA

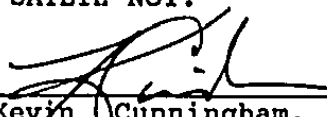
**AFFIDAVIT ALLOWING NAME ASSUMPTION**

STATE OF FLORIDA  
COUNTY OF CITRUS

BEFORE ME, an officer duly authorized to take acknowledgements personally appeared Kevin Cunningham who after being duly sworn according to law, deposes and states:

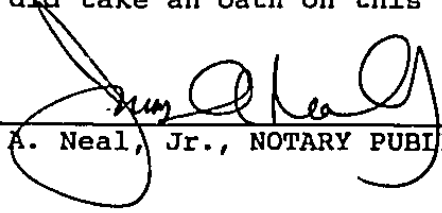
1. That I am the registered agent and officer of the corporation known as: Friends of the Nature Coast Marine and Environmental Sciences Center, Inc.
2. That the corporation known as Friends of the Nature Coast Marine and Environmental Sciences Center, Inc., was administratively dissolved on August 23, 1996.
3. That this dissolved corporation does not intend to renew their status with the Secretary of State, Division of Corporation at any time in the future.
4. That this dissolved corporation has no objection to the registration of the name or filing of Articles of Incorporation for: Friends of the Nature Coast Marine and Environmental Science Center, Inc. by another user.
5. That this dissolved corporation consents to the immediate ownership and assumption of the name Friends of the Nature Coast Marine and Environmental Science Center, Inc. to the owner of the Articles of Incorporation attached hereto.

FURTHER AFFIANT SAYETH NOT.

  
Kevin Cunningham, Vice-President and  
Registered Agent for Friends of the  
Nature Coast Marine and Environmental  
Sciences Center, Inc.

SWORN TO AND SUBSCRIBED TO by Kevin Cunningham who is personally known to me and who did take an oath on this the 15 day of October, 1996.

OFFICIAL NOTARY SEAL  
JAMES A NEAL JR  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC243672  
MY COMMISSION EXP. DEC. 5, 1996

  
James A. Neal, Jr., NOTARY PUBLIC

FILED

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
FRIENDS OF THE NATURE COAST  
MARINE AND ENVIRONMENTAL SCIENCE  
CENTER, INC.**

**ARTICLE I - CORPORATE NAME, PRINCIPAL OFFICE & MAILING ADDRESS**

The name of the corporation is: Friends of the Nature Coast Marine and Environmental Science Center, Inc.

The principal office of the corporation is: The Marine Science Station, 12646 West Fort Island Trail, Crystal River FL 34429.

The mailing address of the corporation is: The Marine Science Station, 12646 West Fort Island Trail, Crystal River FL 34429.

**ARTICLE II - CORPORATE NATURE**

This is a nonprofit corporation, organized for general educational and charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Chapter 617 of the Florida Statutes.

**ARTICLE III - DURATION**

The term of existence of this corporation is perpetual.

**ARTICLE IV - GENERAL AND SPECIFIC PURPOSES**

The specific and primary purposes for which this corporation is formed are:

- a. For the advancement of charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.
- b. To promote establishment of a Marine and Environmental Sciences Academy in Citrus County.
- c. To promote utilization of the Marine Science Station as a regional nature center for promotion

of environmental awareness of Citrus County water and environmental resources.

- d. To promote renovation and opening of the Marine Science Station aquarium to the public.
- e. To promote restoration, enhancement, and opening to the public of nature trails at the Marine Science Station and to include boardwalks and self guided paths demonstrating the diversity of the estuarine ecosystem.
- f. To promote public utilization of the Marine Science Station including scientific and educational ecotourism programs such as guided canoe or power boat trips which are distinct from and not competitive with privately owned business activities.
- g. To apply for and administer funding from federal, state, local and private sources to support and improve the Marine Science Station facilities and programs.
- h. To recruit, train, and coordinate volunteers for the Marine Science Station.
- i. To locate and coordinate cooperative environmental programs between the Marine Science Station and universities, colleges, schools, and other similar facilities.
- j. To support efforts to establish elderhostel and other adult environmental activities at the Marine Science Station and elsewhere.
- k. To promote public awareness of the Marine Science Station and it's importance not only to students in the school system, but to the whole region.
- l. To receive, maintain and accept as assets of the corporation any property, whether real, personal or mixed, by way of gift, bequest, devise or purchase, from any person, firm, trust or corporation, to be held, administered, and disposed of exclusively for charitable, religious, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, and in accordance with and pursuant to the provisions of these Articles of Incorporation; but no gift, bequest, devise or purchase of any property shall be received or made and accepted if it is conditioned or limited in any manner as shall

require the disposition of income or principal to any organization other than a "charitable organization" or for any purpose other than "charitable purposes" which would jeopardize the status of the corporation as an entity exempt from federal income tax pursuant to the relevant provisions of the Internal Revenue Code, as amended.

- m. To operate exclusively in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

#### **ARTICLE V - AUTHORIZED MEMBERSHIP CERTIFICATES**

This corporation shall be authorized to issue 10,000 membership certificates.

All membership certificates issued by the corporation shall contain a statement on the face thereof that it is a nonprofit corporation. If such certificates are restricted as to their sale or purchase, the membership certificates shall bear a legend stating that such certificates are restricted in the manner described in the Bylaws or any agreement between the members and that a copy of such bylaws or agreement shall be provided to all members.

Except as otherwise prescribed by Florida law and the bylaws, each certificate shall entitle the holder thereof to one vote.

#### **ARTICLE VI - MANAGEMENT OF CORPORATE AFFAIRS**

A. Board of Directors - The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The number of directors of the corporation shall be twenty-four (24), provided however, that such number may be changed by a Bylaw adopted by the members.

The directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the

annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held on the second Wednesday in February each year at the Marine Science Station, or at such other place or places as the Board of Directors may designate from time to time 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 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 which 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 the Bylaws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

Tim Hess	714 Sinclair Terrace, Inverness FL 34450
Kevin Cunningham	2729 N. Reston Terrace, Hernando FL 34442
Dr. George Miskimen	PO Box 210, Crystal River FL 34423-0210
Dave Bruzek	15760 W Powerline Rd, Crystal River FL 34428
Andrew Rose	9909 E Lake Tahoe Drive, Inverness FL 34450
Pat Purcell	12646 W Fort Island Tr, Crystal River FL 34429
Hugh Adkins	3390 N Calusa Point, Crystal River FL 34428
John Barnes	PO Box 2269, Homosassa Springs FL 34487-2269
Matt Clemons	5990 N Tallahassee Rd, Crystal River FL 34429
Carol Brown	1550 N Marlboro Loop, Crystal River FL 34429
Mike Czerwinski	PO Box 2253, Crystal River FL 34423-2253
Avis Craig	10995 North Citrus Ave, Crystal River FL 34428
Roberta Dilocker	Citrus County Schools, 1007 W Main Street Inverness FL 34450
Bob Gill	12645 W Fort Island Tr, Crystal River FL 34429
Sam Lyons	PO Box 1093, Crystal River FL 34423-1093
Gary Maidhof	660 S Smith Avenue, Inverness FL 34453
Dr. Randy Martin	465 S Canady Drive, Inverness FL 34450
James Neal	213 North Apopka Avenue, Inverness FL 34450
Jeanie Rose	9901 E Lake Tahoe Drive, Inverness FL 34450
Annette Rosemann	2410 S Sunwood Point, Homosassa FL 34448
Barbara Saunders	PO Box 459, Inglis FL 34449
Rep. Helen Spivey	2546 W Norvell Bryant Hwy, Lecanto FL 34461
Eileen Nunez	1502 SE Kings Bay Dr, Crystal River FL 34428
Dr. Walter Wynn	4901 N Buffalo Drive, Beverly Hills FL 34465

B. Corporate officers - The Board of Directors shall elect the following officers: President, Vice-President, Secretary and Treasurer, and such other officers as the Bylaws of this



corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

President -	Tim Hess 714 Sinclair Terrace Inverness FL 34450
Vice President -	Kevin Cunningham 2729 N Weston Terrace Hernando, FL 34442
Secretary -	Dave Bruzek 15760 W Powerline Road Crystal River FL 34429
Treasurer -	Andrew Rose 9909 E Lake Tahoe Drive Inverness FL 34450

#### **ARTICLE VII - EARNINGS AND ACTIVITIES OF CORPORATION**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, 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 forth in Article IV hereof.

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 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 under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

#### **ARTICLE VIII - DISTRIBUTION OF ASSETS**

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the 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, education, religious 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 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE IX - MEMBERSHIP**

The qualification for members and the manner of their admission shall be regulated by the Bylaws of the corporation.

#### **ARTICLE X - SUBSCRIBER**

The name and residence address of the subscriber of this corporation is as follows:

Kevin Cunningham      2729 N Reston Terrace, Hernando FL 34442

#### **ARTICLE XI - AMENDMENT OF BYLAWS**

Subject to the limitations contained in the bylaws, and any limitations set forth in the Corporations Not For Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, 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 therefore in the Bylaws.

#### **ARTICLE XII - DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to education and charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

**ARTICLE XIII - REGISTERED AGENT AND OFFICE**

The address of the corporation's registered office shall be 2859 North Carl G. Rose Highway, Hernando FL 34442 and the name of the registered agent at said address shall be Kevin Cunningham.

**ARTICLE XIV - AMENDMENT OF ARTICLES**

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 in the manner set forth in the Bylaws of this corporation.

THE UNDERSIGNED, being the subscriber and incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida has executed these Articles of Incorporation, on this the 15th day of October, 1996.

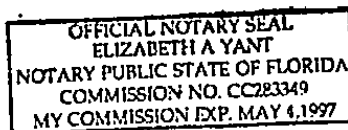
Elizabeth A. Yant  
Witness Signature  
Elizabeth A. Yant  
Witness Printed Name  
James A. Neel  
Witness Signature  
James A. Neel  
Witness Printed Name

Kevin Cunningham  
Kevin Cunningham, Subscriber

STATE OF FLORIDA  
COUNTY OF CITRUS

BEFORE ME, personally appeared KEVIN CUNNINGHAM on this the 15th day of October, 1996, who is personally known to me and who did not take an oath.

Elizabeth A. Yant  
Elizabeth A. Yant, NOTARY PUBLIC  
My Commission Expires: 05/04/97



FILED

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

OCT 31 PM 3:29

TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, OR 617.0501, 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 THE NATURE COAST MARINE AND ENVIRONMENTAL SCIENCE CENTER, INC.**
2. The name and address of the registered agent and office is:

**Kevin Cunningham  
2859 North Carl G Rose Highway  
Hernando FL 34442**

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.

BY:

  
**KEVIN CUNNINGHAM, Registered Agent**

DATE:

October 15, 1996