

11/11/13

ARTICLES OF INCORPORATION

of

BISCAYNE BAY FOUNDATION, INC.
(a Florida not-for-profit corporation)

Article I
NAME

The name of this corporation shall be BISCAYNE BAY FOUNDATION, INC. (hereinafter called the "Corporation").

Article II
PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The initial address of the principal office and/or the mailing address of the Corporation is c/o Paul J. Schwiep, Esq., 2699 South Bayshore Drive, Penthouse, Miami, Florida 33133.

Article III
PURPOSE

This Corporation is a not-for-profit corporation, organized under the laws of the State of Florida. The mission of the Corporation is to preserve and protect Biscayne Bay and Biscayne National Park for all generations, and is formed consistent with the provisions of the State of Florida and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Article IV
MEMBERSHIP

Any person, corporation, partnership, association or organization, who is interested in the mission of the Corporation, who is capable of contributing to the achievement of those purposes and the effective operation of the Corporation, and who complies with the requirements established from time to time by the Bylaws, shall be eligible for membership upon the payment of an annual membership fee of \$25.

Article V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 2699 South Bayshore Drive, Penthouse, Miami, Florida 33133; and the name of the Corporation's initial registered agent at that address is Paul J. Schwiep, Esq.

96 DEC 12 AM 9:00
FBI
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Article VI
BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors consisting of no less than three (3) directors. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of election of directors shall be regulated by the Bylaws. The names and addresses of the persons who shall serve as the initial directors of the Corporation are as follows:

1. Bruce Matheson
4940 Sunset Drive
Miami, Florida 33143
2. Paul Schwiep
2699 South Bayshore Drive, Penthouse
Miami, Florida 33133
3. Charles Munroe
7641 S.W. 53rd Avenue
Miami, Florida 33143

Article VII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Paul J. Schwiep, 2699 So. Bayshore Drive, Penthouse, Miami, Florida 33133

Article VIII
DISSOLUTION

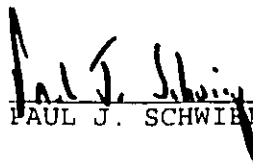
Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

Article IX
LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Internal Revenue Code of 1986), and the Corporation shall not participate or intervene in (including the publishing or distributing 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 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 1986 (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 1986 (or the corresponding provision of any future United States Internal Revenue Law).

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 16th day of December, 1996.



PAUL J. SCHWIEPP, Incorporator

CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

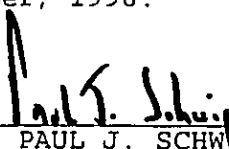
W I T N E S S E T H :

That, BISCAYNE BAY FOUNDATION, INC., desiring to organize under the laws of the State of Florida, has named Paul J. Schwiep, Esq., located at 2699 South Bayshore Drive, Penthouse, Miami, Florida 33133, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this 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.

Dated this 10th day of December, 1996.



PAUL J. SCHWIEP
Registered Agent

SECRETARY OF STATE
TALLAHASSEE FL 32309

96 DEC 12 AM 9:00

FILED

Smile! Research

Address

City/State/Zip

Phone #

-07/07/97--01023--001

***87.50 ***87.50

Office Use Only

1. Biscayne Bay Foundation, Inc
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in

☐ Pick up time _____

~~Certified Copy~~

☐ Mail out

☐ Will wait☐ Photocopy☐ Certificate of Statu

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUL -7 11:00:17

117 Jory Amend C.C.

Examiner's Initials

ARTICLES OF AMENDMENT
OF
ARTICLES OF INCORPORATION.

FILED
97 JUL -7 AM 11:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, the President of **BISCAYNE BAY FOUNDATION, INC.**, a not-for-profit corporation organized and existing under the Florida Not For Profit Corporation Act (the "Corporation"), in accordance with the provisions of Florida Statutes, Sections 617.01201 and 617.1006 thereof, does hereby certify that:

1. The name of the corporation is BISCAYNE BAY FOUNDATION, INC.
2. Article III of the Articles of Incorporation is hereby amended to read in its entirety:

"Article III
PURPOSE

The mission of the Corporation is to preserve and protect Biscayne Bay and Biscayne National Park for all the community-at-large and for all generations. The Corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code."

3. Article IV of the Articles of Incorporation is hereby amended to read in its entirety:

"Article IV
MEMBERSHIP

A. **Voting Members.** The Regular Members of the Board of Directors of the Corporation serving as such from time to time shall be the only voting members of the Corporation, for all purposes of corporate law.

B. **Non-Voting Members.** The non-voting members of the Corporation shall be those persons or corporate members who are interested in the mission of the Corporation, who are capable of contributing to the achievement of those purposes and the effective operation of the Corporation, and who comply with the requirements established from time to time by the Board of Directors, and as provided in the Bylaws. The Non-Voting Members shall have no right to vote on any matters relating to the Corporation.

C. **Affiliated Groups.** The Board may approve any affiliation between the Corporation and any other group which pursues goals and purposes similar to that of the Corporation. The relationship of any such affiliated group or organization with the Corporation shall be upon such terms as shall be approved by the Board, except that affiliated groups shall have no right to vote on any matters relating to the Corporation."

4. The foregoing amendments to the Articles of Incorporation were adopted on the 13th day of June, 1997, by the Regular Members of the Board of Directors of the Corporation, who are the Voting Members of the Corporation for all purposes of corporate law pursuant to the Bylaws of the Corporation, and such action was sufficient for approval of the amendments pursuant to Florida Statutes, Section 617.1002.

BISCAYNE BAY FOUNDATION, INC.

ATTEST:


Joel Blumenthal, Treasurer

(CORPORATE SEAL)

By: 

Edwin C. Moure, President