

LAW OFFICES  
**GOZA AND HALL, P.A.**  
28050 U. S. HWY. 19 NORTH  
SUITE 402, CORPORATE SQUARE  
CLEARWATER, FLORIDA 33761-2654  
TELEPHONE (813) 799-2625  
FAX (813) 796-8908

October 29, 1997

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-10/31/97--01028--005  
\*\*\*\*122.50 \*\*\*\*122.50

Corporate Records Bureau  
Division of Corporations  
Florida Department of State  
P. O. Box 6327  
Tallahassee, Florida 32314

Gentlemen:

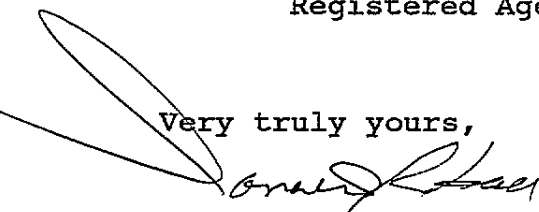
Re: **THE SOUTHERN ESTUARY ASSOCIATION, INC.**

Enclosed herewith please find the charter for the above-captioned corporation which we request that you file in your office. Also enclosed is a copy of the same which we request that you certify and return to us.

Our check in the amount of \$122.50 is also enclosed to cover your charges as follows:

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

Very truly yours,

  
Donald R. Hall

DRH:dk  
Enclosures

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ARTICLES OF INCORPORATION  
OF  
THE SOUTHERN ESTUARY ASSOCIATION, INC.

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

ARTICLE I- NAME AND PLACE OF BUSINESS

The name of this Corporation is:

THE SOUTHERN ESTUARY ASSOCIATION, INC.

The principal place of business of this Corporation shall be 1391 Orange Street, Clearwater, FL 33756-3512, and the mailing address shall be the same.

ARTICLE II- PURPOSES

Said Corporation is organized exclusively for charitable, religious, educational, literary and scientific purposes within the meaning of Section 501(c)(3) 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 will not carry on any other activities not permitted to be carried on by an organization 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.

The particular objects and purposes for which this nonprofit corporation is formed are as follows:

(a) To receive and administer funds for scientific, education and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws and to that end to hold any property or any undivided interest in property, without limitation as to amount or value; to dispose of any such property and to invest, reinvest or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the nonprofit corporation without limitation, except such limitations as may be contained in the articles of incorporation, the bylaws of the nonprofit corporation or any applicable laws; to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Florida Nonprofit Corporation Statute.

(b) To operate exclusively for purposes described in Section 501(c)(3) of the Internal Revenue Code, as now in force or hereafter amended, including but not limited to receiving contributions and paying them over to one or more organizations described in Section 501(c)(3) and exempt from taxation under

Section 501(a) of the Internal Revenue Code, as now in force or hereafter amended.

(c) To receive and maintain a fund or funds and to apply the principal and income therefrom and any other property or funds of the nonprofit corporation to such purposes, exclusively, as will, in the absolute and uncontrolled discretion of the officers best assist the nonprofit corporation in furthering the purposes set forth in this article.

(d) To take and hold by devise, gift, purchase or lease, either absolutely or in trust for any of its purposes, any property, real, personal or mixed without limitation as to the amount or value thereof, and while the owner thereof, to exercise and enjoy all the rights, powers and privileges of ownership to the same extent as a natural person might or could do; to operate, use, enjoy, manage, improve, mortgage, pledge, lease, assign, sell, transfer, convey or otherwise dispose of any such property; to invest and reinvest its funds, either principal or income, in any securities or properties of whatsoever kind deemed proper by its officers for such investments, and, generally, to employ, donate and expend the property and funds of the nonprofit corporation for the purposes thereof as specified in the preceding paragraphs of this article.

(e) To make, enter into and perform contracts of every kind and description necessary, advisable or expedient in carrying out the purposes of the nonprofit corporation, with any person, firm,

association, corporation, municipality, body politic, county, state or government.

(f) To do and engage in all lawful activities that are in furtherance of one or more of the general purposes of the nonprofit corporation.

#### ARTICLE III- RESTRICTIONS

The following additional provisions are inserted for the regulation of the affairs of the nonprofit corporation:

(a) No substantial part of the activities of the nonprofit corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation and the nonprofit corporation shall not directly or indirectly participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

(b) Upon dissolution of the nonprofit corporation, its remaining assets, after payment of all its debts and obligations, shall be distributed to one or more organizations organized and operated exclusively for any of the purposes set forth in Section 501(c)(3) of the Internal Revenue Code, as now in force or hereafter amended, or to the United States of America or to a state or local government, for a public purpose, as the directors of the nonprofit corporation shall determine.

(c) The nonprofit corporation shall not engage in any of the prohibited transactions described in Section 503(c) of the Internal Revenue Code, as now in force or hereafter amended.

(d) The nonprofit corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code, as now in force or hereafter amended.

(e) No part of the net earnings of the nonprofit corporation shall inure to the benefit of any private shareholder or individual within the meaning of Section 501(c)(3) of the Internal Revenue Code, as now in force or hereafter amended.

(f) No compensation shall be paid to any member, officer, director, trustee, creator or organizer of the nonprofit corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the nonprofit corporation.

(g) The nonprofit corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

(h) The nonprofit corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(i) The nonprofit corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(j) The nonprofit corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(k) The nonprofit corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

#### ARTICLE IV- SUBSCRIBER

The name and address of the Subscriber of these Articles is: David Schermerhorn, at 1391 Orange Street, Clearwater, FL 33756-3512.

#### ARTICLE V- EXISTENCE

This Corporation is to exist perpetually.

#### ARTICLE VI- BOARD OF DIRECTORS

The Board of Directors shall be elected and hold office in accordance with the Bylaws. The business of this Corporation shall be managed by the Board of Directors. This Corporation shall have three directors initially. The names and addresses of the persons

who are to serve as directors for the ensuing year, or until the first annual meeting of the Corporation, are:

David Schermerhorn  
1391 Orange Street  
Clearwater, FL 33756-3512

Terri Hepburn  
249 Windward Passage  
Clearwater, FL 33767

Steve Sibert  
315 Court Street  
Clearwater, FL 33756

#### ARTICLE VII- OFFICERS

The officers of the Corporation shall be a President, Secretary, and Treasurer, and such other officers as may be provided in the Bylaws.

The names of the persons who are to serve as officers of the Corporation who shall hold office for the first year of the Corporation, or until their successors are elected or appointed, are:

David Schermerhorn    - President/Secretary/Treasurer  
1391 Orange Street  
Clearwater, FL 33756-3512

#### ARTICLE VIII- REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be 1391 Orange Street, Clearwater, FL 33756-3512, and the name of the initial registered agent of the Corporation at that address is David Schermerhorn.



Registered Agent's Acceptance:

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

By: David Schermerhorn  
David Schermerhorn

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 24th day of October, 1997.

David Schermerhorn  
David Schermerhorn, Subscriber

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STATE OF FLORIDA

COUNTY OF PINELLAS

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared DAVID SCHERMERHORN, who is personally known to me or who produced a Florida Driver's License as identification, and he acknowledged before me that he executed those articles of incorporation freely and voluntarily.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 24 day of October, 1997.

Suzanne L. Singletary  
Notary Public

My Commission Expires: 10-14-2000

