

N98000001746

LAW OFFICES OF  
WILLIAM E. GUY, JR.

55 EAST OCEAN BOULEVARD  
POST OFFICE BOX 3386  
STUART, FLORIDA 34995-3386

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TELEPHONE (561) 286-7372  
FAX (561) 220-3318  
E-MAIL weg@gate.net

WILLIAM E. GUY, JR.\*  
JOHN S. YUDIN\*\*

\* ALSO ADMITTED IN 9TH U.S. C.C.A.  
\*\* ALSO ADMITTED IN DISTRICT OF COLUMBIA

March 12, 1998

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32301

200002458112--4  
-03/16/98--01070--013  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Re: The Nature and Heritage Tourism Association of Palm Beach County, Inc.  
Articles of Incorporation

200002458112--4  
-03/16/98--01070--014  
\*\*\*\*\*8.75 \*\*\*\*\*8.75

Dear Sir/Madam:

Enclosed for filing are the original Articles of Incorporation for The Nature and Heritage Tourism of Palm Beach County, Inc. A copy is also enclosed for file stamping and return. A check in the amount of \$122.50 is enclosed for the filing fee.

Should you have any questions, please feel free to contact me.

Thank you.

Sincerely,

*Wendy Murphy*

Wendy Murphy  
Secretary to:

William E. Guy

WEG/wm

cc: Palm Beach County Tourism Development Counsel

P. Hall

MAR 25 1998



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 17, 1998

WILLIAM E. GUY, JR., ESQ.  
55 E OCEAN BLVD  
STUART, FL 34995-3386

SUBJECT: THE NATURE AND HERITAGE TOURISM ASSOCIATION OF PALM  
BEACH COUNTY, INC.  
Ref. Number: W98000005896

We have received your document for THE NATURE AND HERITAGE TOURISM ASSOCIATION OF PALM BEACH COUNTY, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 998A00014309

LAW OFFICES OF  
WILLIAM E. GUY, JR.

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WILLIAM E. GUY, JR.\*  
JOHN S. YUDIN\*\*

\* ALSO ADMITTED IN 9TH U.S. C.C.A.  
\*\* ALSO ADMITTED IN DISTRICT OF COLUMBIA

March 23, 1998

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32301

Re: The Nature and Heritage Tourism Association of Palm Beach County, Inc.  
Articles of Incorporation

Dear Sir/Madam:

Enclosed for filing are the original Articles of Incorporation for The Nature and Heritage Tourism of Palm Beach County, Inc. A copy is also enclosed for file stamping and return.

Also enclosed is a copy of the March 17, 1998 letter from Pamela Hall.

Should you have any questions, please feel free to contact me.

Sincerely,

*Wendy Murphy*

Wendy Murphy  
Secretary to:

William E. Guy

WEG/wm

cc: Palm Beach County Tourism Development Counsel

Encl. Original and one copy of the Article of Incorporations  
Letter dated march 17, 1998

ARTICLES OF INCORPORATION

OF

THE NATURE AND HERITAGE TOURISM ASSOCIATION OF  
PALM BEACH COUNTY, INC.

FILED

MAR 25 PM 3:34

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not for Profit Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE - NAME

The complete legal name of the Corporation is: THE NATURE AND HERITAGE  
TOURISM ASSOCIATION OF PALM BEACH COUNTY, INC.

ARTICLE TWO - LOCATION

The place in this state where the principal office of the Corporation is to be located is at  
1555 Palm Beach Lakes Blvd., Suite 414, West Palm Beach, FL, Palm Beach County 33401.

ARTICLE THREE - DURATION

The duration of the Corporation is perpetual.

ARTICLE FOUR - PURPOSE

The Corporation is organized in order to engage in any lawful purpose or purposes not for pecuniary profit. Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under sections 501(c)(3)(4) or (6) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(1) The purposes for which the Corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof, or grants and gifts, exclusively for scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Sections 501(c)(3)(4) or (6) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

(2) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable 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 forth in Article Four 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 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 under sections 501(c)(3)(4) or (6) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(3) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

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

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

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

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

(8) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Sections 501(c)(3)(4) or (6) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

(9) Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of sections 501(c)(3)(4) or (6) of the Internal Revenue Code, or 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 the Circuit Court 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.

#### ARTICLE FIVE - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors is three. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than three. The names and addresses of the initial Directors of Corporation are as follows:

J. Charles Lehmann  
254 River Drive  
Tequesta, FL 33459

Guy Bising  
13205 US Highway One  
Suite 531  
Juno Beach, FL 33408

Sherry Guy  
700 St. Lucie Crescent.  
Stuart, FL 34994

All subsequent Directors shall be elected as provided for in the bylaws.

#### ARTICLE SIX - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation at that address is 55 East Ocean Boulevard, Stuart, FL 34994 and the name of its initial Registered Agent at that address is WILLIAM E. GUY, JR.

## ARTICLE SEVEN - MEMBERS

The Corporation is organized on a non-stock basis. The Corporation shall have members. Members of the Corporation will be required to meet the following qualifications: A person or entity shall be eligible for membership in the THE NATURE AND HERITAGE TOURISM ASSOCIATION OF PALM BEACH COUNTY, INC. if the person or entity demonstrates an interest in the preservation of the environment and in supporting the professionalism, continuing education, and interaction among all parties and/or businesses interested in protecting, promoting, and sustaining the natural, coastal, historical and cultural resources of Palm Beach County, and to link these to commercial tourism in Palm Beach County. Membership dues categories shall be determined by the Board of Directors. Members shall be admitted in the manner regulated by the by-laws of the Corporation without discrimination as to sex, age, handicap, color, race or ethnic origin.

## ARTICLE EIGHT - INCORPORATORS

The name and residence address of the Incorporators is as follows:

J. Charles Lehmann  
254 River Drive  
Tequesta, FL 33459

Guy Bising  
13205 US Highway One  
Suite 531  
Juno Beach, FL 33408

Sherry Guy  
700 St. Lucie Crescent  
Stuart, FL 34994

## ARTICLE NINE - BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the membership.

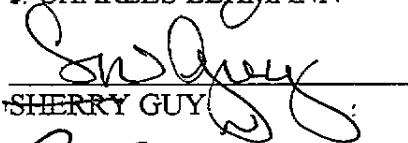


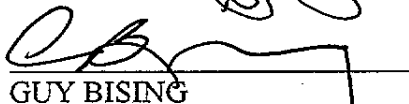
ARTICLE TEN - CONDUCT OF CORPORATE AFFAIRS

The conduct of the affairs of the Corporation will be limited in the following manner: all corporate powers are exercised by the Board of Directors and not by the members of the Corporation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 20 day of February, 1998.

  
J. CHARLES LEHMANN

  
S.W. SHERRY GUY

  
GUY BISONG

STATE OF FLORIDA     )  
COUNTY OF ~~MARTIN~~     )  
                    PALM BEACH

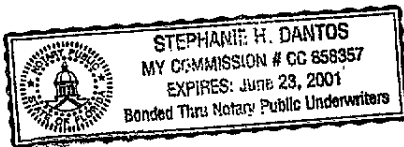
BEFORE ME, the undersigned authority, personally appeared J. CHARLES LEHMANN, SHERRY GUY and GUY BISONG who are personally known to me and to me well known to be the persons described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that they executed said instrument for the purposes therein expressed and who did take an oath.

FILED

98 MAR 25 PM 3:34

SECRETARY OF STATE  
PALM BEACH COUNTY, FLORIDA

WITNESS my hand and official seal this 20 day of February, 1998.



Stephanie Dantos  
NOTARY PUBLIC

Stephanie Dantos  
Typed, printed or stamped name

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of THE NATURE AND HERITAGE TOURISM ASSOCIATION OF PALM BEACH COUNTY, INC. which is contained in the foregoing Articles of Incorporation.

DATED this 14th day of March, 1998

William E. Guy, Jr.  
WILLIAM E. GUY, JR.