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November 18, 1998

VIA PRIORITY MAIL

Bureau of Corporate Records  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

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-11/20/98--01065--010  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Incorporation of **Chamberlyne Foundation, Inc.**  
A Not-for-Profit Corporation  
Our File No.: CHAMFO001

Dear Sir or Madame:

Enclosed please find two (2) originally executed Articles of Incorporation for the above referenced corporation. Also enclosed is my check in the amount of \$78.75 which shall serve as payment of the required filing fee.

I would appreciate it if you would file the Articles of Incorporation and return one certified copy/original to my office.

Thank your for your kind attention to this matter.

Sincerely,  
Signed in Mr. Anderson's absence to avoid delay

*Jon H. Anderson*  
JON H. ANDERSON

JHA.ds  
Enclosures

*Dana Smith* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT *RA acc.*  
DATE *11-24-98*  
DOC. EXAM *CB*

FILED  
98 NOV 20 PM 1:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*11-24-98*  
*9*

**ARTICLES OF INCORPORATION**  
**OF**  
**CHAMBERLYNE FOUNDATION, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**  
**CORPORATE NAME**

The name of this corporation is **Chamberlyne Foundation, Inc.**

**ARTICLE II**  
**CORPORATE NATURE**

This is a nonprofit corporation organized pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes. This corporation is organized exclusively for charitable, scientific, public service and educational 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 of 1954 or the corresponding provision of any future United States Internal Revenue Law.

**ARTICLE III**  
**DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE IV**  
**LOCATION**

The place in this State where the principal office of the corporation is to be located is the City of Winter Haven, Polk County. The initial registered office of the **Chamberlyne Foundation, Inc.** shall be at 2215 Avenue A, Northwest, Winter Haven, Florida 33880. The initial registered agent of the **Chamberlyne Foundation, Inc.** shall be John A. Ryan. The registered office and agent may be modified by amendment to the Bylaws of these Articles and as applicable under the laws of the State of Florida.

## ARTICLE V

### OBJECTIVES

The **Chamberlyne Foundation, Inc.** is organized for the following objectives:

1. To lessen, limit and mitigate the impact of society on natural resources and the environment.
2. To initiate and facilitate interdisciplinary approaches to the protection and enhancement of public health, natural resources and the environment.
3. To develop and apply innovative tools for the protection and enhancement of public health, natural resources and the environment.
4. To identify and implement solutions to problems effecting public health, natural resources and the environment, both with public and private interests and partners.
5. To facilitate the preservation, rehabilitation, reclamation and management of land and improvements, either independently or in cooperation with governments, organizations and persons.
6. To create, establish, or implement trusts, contracts, endowments, gifts and other relationships directed toward the preservation, rehabilitation, reclamation and management of land and improvements, either independently or in cooperation with governments, organizations and persons and to fully or partially hold, own or control land in trust to advance the Objectives of the Chamberlyne Foundation.
7. To educate and inform the public regarding the preservation, rehabilitation, reclamation and management of land and improvements, either independently or in cooperation with governments, organizations and persons.
8. To receive, hold and administer public and private funds and assets reasonable or necessary to facilitate the preservation, rehabilitation, reclamation and management of land and improvements, either independently or in cooperation with governments, organizations and persons.
9. To identify and evaluate lands and improvements, either independently or in cooperation with governments, organizations and persons.

10. To separate and segregate lands and improvements which are reasonably susceptible to preservation, rehabilitation, reclamation and management, from lands and improvements which are not, either acting independently or in cooperation with governments, organizations and persons.
11. To hold and manage or lease, sell, donate to charity or otherwise dispose of lands and improvements which are not susceptible to preservation, rehabilitation, reclamation and management, acting either independently or in cooperation with governments, organizations and persons.

## ARTICLE VI

### SPECIFIC POWERS

In furtherance of all of the foregoing stated purposes and objectives and without in any way limiting the same, the **Chamberlyne Foundation, Inc.** shall have all powers that now or hereafter may be granted to non-profit corporations by the Florida Corporation Not for Profit Law as it now exists or hereafter may be amended or that now or hereafter may be conferred on such corporations generally under the laws of the State of Florida and, without limiting the generality of the foregoing, shall have the following powers (all of which shall constitute objects and purposes of the **Chamberlyne Foundation, Inc.**):

1. To operate exclusively for charitable, scientific, public service, and educational 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 provisions of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal Income Tax under said Section 501(c)(3) or the corresponding provision of any future United States Internal Revenue Law.

2. To conduct programs, meetings, events, and activities.

3. To raise funds; request and receive grants, gifts, and bequests of money and property; acquire, receive, hold, invest and administer, in its own name, securities, funds, objects of value, or other property, real or personal; and make expenditures to or for the direct or indirect benefit of the **Chamberlyne Foundation, Inc.**

4. To receive and hold by gift, bequest or purchase any real or personal property and to manage, invest and reinvest the same and to use and dispose of the same for charitable, scientific, public service or educational purposes, all for the advancement of the **Chamberlyne Foundation, Inc.** and its objectives and the encouragement and continuation of its established goals and objectives.

5. To hold, either absolutely or in trust for any of said purposes, funds and property of all kinds subject only to any limitations or conditions imposed by law or the instrument under which said property is received; to sell, lease, convey or otherwise dispose of any such property and to invest and reinvest the same or any proceeds thereof and to deal with and expend the principal and income for any of said purposes; to act as trustee.

6. To receive and maintain a fund or funds to finance the operations of the **Chamberlyne Foundation, Inc.** and to administer and apply the income and principal thereof to promote the purposes and objectives of the **Chamberlyne Foundation, Inc.**

7. To make gifts and other donations of services or property to other organizations and institutions, including municipal corporations or other political subdivisions or agencies or departments of the State of Florida in furtherance of the purposes and objectives of the **Chamberlyne Foundation, Inc.**

8. To enter into, make and perform contracts of every kind for any lawful purpose, and to employ any one or more banks, trust companies or other agents and delegate to them the custody, management, investment and reinvestment of its funds and such other functions of the **Chamberlyne Foundation, Inc.** on such terms, including compensation, as the Board of Directors of the **Chamberlyne Foundation, Inc.** deems proper and advisable.

9. To join, through any legal arrangements, with any one or more persons, partnerships, corporations, associations, governmental units or agencies, or any other bodies to carry out any of the purposes and objectives of the **Chamberlyne Foundation, Inc.**

10. To engage in such other charitable, educational, public advocacy or scientific activities consistent with the foregoing purposes and objectives or necessary or appropriate for carrying out the same.

11. In general, to exercise any, all, and every power, including trust powers, which a corporation not for profit organized under the laws of the State of Florida for the foregoing purposes can be authorized to exercise.

12. Without in any way limiting the foregoing powers, either independently or in cooperation with governments, organizations and persons:

(a) To facilitate the preservation, rehabilitation, reclamation and management of land and improvements;

(b) To create, establish, or implement trusts, contracts, endowments, gifts and other relationships directed toward the preservation, rehabilitation, reclamation and management of land and improvements;

- (c) To educate and inform the public regarding the preservation, rehabilitation, reclamation and management of land and improvements;
- (d) To receive, hold and administer public and private funds and assets reasonable or necessary to facilitate the preservation, rehabilitation, reclamation and management of land and improvements;
- (e) To identify and evaluate lands and improvements;
- (f) To separate and segregate lands and improvements which are reasonably susceptible to preservation, rehabilitation, reclamation and management, from lands and improvements which are not;
- (g) To hold and manage or lease, sell, donate to charity or otherwise dispose of lands and improvements which are not susceptible to preservation, rehabilitation, reclamation and management.

## ARTICLE VII

### BOARD OF DIRECTORS

1. 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 and not more than fifteen (15) persons who shall serve for the period of time provided in the By-Laws and until their successors are elected and qualified. The initial number of Directors of the corporation shall be three (3), provided, however, that such number may be changed pursuant to the Bylaws duly adopted by the Board.

The name and address of the initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Raymond Douglas Leonard	1323 Mirror Terrace, NW Winter Haven, Florida 33881
John A. Ryan	2215 Ave. A., NW Winter Haven, Florida 33880
T. Mitchell Gurr	135 Van Fleet Court Auburndale, Florida 33833

The initial directors of the corporation shall serve until their successors are elected and qualified.

2. After the terms of the initial Directors expire, Directors shall be elected in the manner set forth in the corporation's Bylaws.

3. Directors shall serve for such terms and upon such conditions as may be established by the Board of Directors in the corporation's Bylaws.

4. 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 a super-majority (2/3) of the members of the Board of Directors shall individually or collectively consent in writing to such action. Written 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 vote of the Directors. Any certificate or other document filed under any provision of law which relates to actions taken by consent shall state that the action was taken by written consent of the Board of Directors without a meeting. Such a statement shall be prima facie evidence that the action was taken in accordance with the provisions of these Articles of Incorporation.

5. It is the intention of the incorporators that the Corporation and its Board of Directors shall have the power and authority to take advantage of technological developments and improvements which permit corporate actions to be taken in ways which serve the interests of the Corporation and which are convenient to the Corporation and the members of its Board of Directors. Therefore, the Corporation may adopt Bylaws which allow the Corporation and the members of its Board of Directors to take full advantage of technological developments and improvements, including, but not limited to action by telephone, by computer conference, by televised conference or through other media deemed trustworthy by the Corporation from time to time.

## **ARTICLE VIII**

### **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 purpose set forth in Article VI hereof.

## **ARTICLE IX**

### **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.

## **ARTICLE X**

### **MEMBERSHIP**

The qualification for membership, the manner of admission of members, and the privileges and responsibilities of membership shall be set forth in the Bylaws of the corporation, as the Directors of the Corporation shall determine from time to time.

## **ARTICLE XI**

### **BYLAWS**

The Corporation's initial Board of Directors shall adopt Bylaws governing the manner in which the Corporation's business is transacted. The Corporation's Bylaws may be altered, amended or rescinded by the Corporation's Board of Directors, in the exercise of its discretion in accordance with the Corporation's Bylaws.



ARTICLE XII

AMENDMENT OF ARTICLES

The Articles of Incorporation and any provision thereof may be amended, altered or repealed in the manner now or hereafter provided by law, and all rights conferred herein are subject to that reservation.

We the undersigned, being the Incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 11<sup>th</sup> day of November, 1998.

Witnessed by:

John A. Ryan T.M. Gurr  
Incorporator  
R. Douglas Leonard John A. Ryan  
Incorporator / Registered Agent  
T.M. Gurr R. Douglas Leonard  
Incorporator

FILED  
98 NOV 20 PM 1:43  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

I hereby am familiar with and accept the duties and responsibilities of  
Registered Agent.  
STATE OF FLORIDA  
COUNTY OF POLK

BEFORE ME, the undersigned authority, personally appeared R. Douglas Leonard, John A. Ryan and T. Mitchell Gurr, to me known to be the persons who executed the foregoing Articles of Incorporation and they acknowledged to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 11<sup>th</sup> day of November, 1998.

Notary Public

Bridgett Goins  
My Commission Expires: 4/14/02