

*Bruce A. Koebe, P.A.*  
*Attorney and Counsellor at Law*

*2477 N.E. Dixie Highway*  
*Jensen Beach, Florida 34957-5959*  
561-334-4700 FAX: 561-334-6137

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February 9, 1999

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Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Incorporation of Indian Riverside Park Foundation, Inc.

Dear Sir or Madam:

Please find enclosed herein an original and one copy of a proposed set of Articles of Incorporation, an original and one copy of an Acknowledgement by Resident Agent, as well as my check payable to your order in the amount of \$78.75.

If everything is acceptable to you and after you have issued your corporate charter, please forward a certified copy of the corporate charter to me at your earliest convenience. In the event the proposed corporate name is not available or there are any other problems with the enclosed documents, please notify me of this fact at your earliest convenience, preferably by collect telephone call.

As always, your most helpful and courteous assistance is greatly appreciated.

Very truly yours,

Bruce A. Koebe

BAK/cln  
Enclosures  
cc: Mr. Douglas Smith

FILED  
FEB 15 PM 12:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FEB 10 1999

ARTICLES OF INCORPORATION  
OF  
INDIAN RIVERSIDE PARK FOUNDATION, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, a citizen of the United States, acting as incorporator of a corporation pursuant to Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation of such corporation.

ARTICLE I  
NAME

The name of the Corporation shall be Indian Riverside Park Foundation, Inc., and the principal place of business of this corporation shall be 3283 N.E. Skyline Drive, Jensen Beach, Florida 34957.

ARTICLE II  
DURATION

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Department of State unless it is dissolved according to law.

ARTICLE III  
PURPOSE

The purposes for which this Corporation is organized are exclusively religious, charitable, scientific, literary, and educational 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. This Corporation shall have the following purposes:

1. The benefit and support of the Indian Riverside Park located in Martin County, Florida, together with any additions to said park, and its successors, by providing goods and services which include, but are not limited to, equipment, materials, buildings, facilities, monies, endowment funds, and other real and personal property, or grants for any such purposes.

2. To provide for services and facilities over and above what the traditional tax base funding of the Martin County, Florida public park system has provided, but not to provide funds which can be substituted for the traditional tax base funding.

Other provisions of these Articles of Incorporation notwithstanding, this Corporation shall not carry on any other activities not permitted to be carried on by:

A. A corporation exempt from Federal Income Tax under Section

501(c)(3) of the Internal Revenue Code or the corresponding provisions of any future United States Internal Revenue law; or

B. A corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code or any other corresponding provisions of any future United States Internal Revenue Law.

#### ARTICLE IV MEMBERS

The initial membership of this Corporation shall include all persons hereinafter named as directors. The authorized number, qualifications and manner of admission of additional members of this Corporation, the different classes of membership, if any, the voting and other rights and privileges of members, the liability of members for dues or assessments, if any, and the method of collection thereof, and the termination and transfer of membership shall be as set forth in the Bylaws of this Corporation.

#### ARTICLE V MANAGEMENT OF CORPORATE AFFAIRS

1. Board of Directors. The business affairs of this Corporation shall be managed by the Board of Directors. The number of Directors shall be as set forth in the Bylaws of this Corporation, but in no event shall the number of Directors be less than three (3). Directors shall be elected by the majority vote of the members.

2. The Board of Directors shall be members of the Corporation.

3. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

4. The names and addresses of the persons constituting the initial Board of Directors who are to act in that capacity until the selection of the successors are:

Douglas Smith  
3283 N.E. Skyline Drive.  
Jensen Beach, FL 34957

Donna Banister  
6 Quail Run Lane  
Sewalls Point, FL 34996

Mary Edith Smith  
7 Lofting Way  
Sewalls Point, FL 34996

ARTICLE VI  
**DIVIDENDS, COMPENSATION AND STOCK**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to 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 III 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 section 501(c)(3) of the Internal Revenue Code, or the 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 the corresponding section of any future federal tax code. 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.

This Corporation shall issue no shares of stock of any kind or nature whatsoever. Membership in the Corporation and the transfer thereof, as well as the number of members, shall be upon such terms and conditions as are provided for in the Bylaws.

ARTICLE VII  
**BYLAWS**

1. The Board of Directors of this Corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

2. Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE VIII  
**LIMITATION OF CORPORATE POWERS**

1. The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal

tax code.

2. The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

3. The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

4. The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

5. The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### ARTICLE IX AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended, altered or rescinded, as provided in the Florida Not For Profit Corporation Act, by a vote of at least two-thirds of the Directors entitled to vote.

#### ARTICLE X DISSOLUTION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 a Court of Competent Jurisdiction 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 XI INCORPORATOR AND REGISTERED AGENT

The name and address of the Incorporator to these Articles of Incorporation, is:

Mr. Douglas Smith  
3283 N.E. Skyline Dr.  
Jensen Beach, FL 34957

ARTICLE XII  
INDEMNIFICATION

This Corporation shall indemnify any Officer or Director to the full extent permitted by law.

ARTICLE XIII  
REGISTERED OFFICE AND AGENT

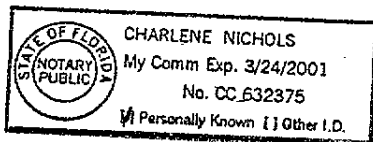
The registered office of this Corporation shall be 2477 N.E. Dixie Highway, Jensen Beach, FL 34957, and the registered agent of this Corporation at such office shall be Bruce A. Koebe.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 8<sup>th</sup> day of February, 1999.

  
DOUGLAS SMITH

STATE OF FLORIDA    )  
                              ).s.s.  
COUNTY OF MARTIN    )

The foregoing Articles of Incorporation were acknowledged before me this 8<sup>th</sup> day of February, 1999 by DOUGLAS SMITH, who is personally known to me ~~or who produced~~ as identification, and who did not take an oath.



(Notary Seal)

Charlene Nichols  
Notary Public State of Florida  
My Commission Number:

My Commission Expires:

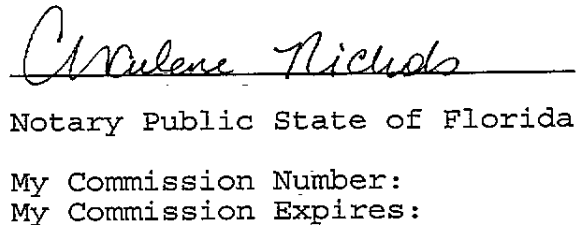
ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named Corporation, at the place designated in these Articles, I hereby accept t act in this capacity, and agree to comply with the provisions of Chapter 48.091 and 607.034, Florida Statutes,

and office for service of process.

BRUCE A. KOEBE

The foregoing Articles of Incorporation was acknowledged before me this 8<sup>th</sup> day of February, 1999, by Barry A. Koche, who is personally known to me or who produced \_\_\_\_\_ as identification and who did not take an oath.



(Notary Seal)

FILED  
99 FEB 15 PM 12:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA