

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

CITIZENS' ENVIRONMENTAL LAW ENFORCEMENT FOUNDATION,

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 23, 1999

LITTMAN, SHERLOCK

SUBJECT: CITIZEN'S ENVIRONMENTAL LAW ENFORCEMENT FOUNDATION, INC.
REF: W99000004531

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Neysa Culligan
Document Specialist

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF INCORPORATION
OF
CITIZENS' ENVIRONMENTAL LAW ENFORCEMENT
FOUNDATION, INC.

(a Florida non-profit corporation)

ARTICLE ONE

Name

The name of the Corporation is CITIZENS' ENVIRONMENTAL LAW
ENFORCEMENT FOUNDATION, INC.

ARTICLE TWO

Duration

The term of existence of the Corporation is perpetual.

ARTICLE THREE

Purpose

The Corporation is organized to engage in any lawful purposes not for
pecuniary profit, and especially to enforce local, state and federal environmental
laws through citizen suits and educational programs to increase awareness of
citizens' standing to compel government to enforce laws to protect the environment.

ARTICLE FOUR

Prepared by:

Virginia P. Sherlock, Esq.
Littman, Sherlock & Heims, P.A.

P.O. Box 1197

Stuart, FL 34995

Fla. Bar No. 873544

(561) 287-0200

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Registered Agent Information and Principal Office

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The street address of the initial registered office of this corporation is 1855 S. Kanner Highway, Stuart, Florida 34994, and the name of the initial registered agent of this corporation at that address is Virginia P. Sherlock. The principal office is located at 1855 South Kanner Highway, Stuart, Florida, with a mailing address of P.O. Box 1197, Stuart, FL 34995.

ARTICLE FIVE

Directors

There shall be three (3) members of the initial Board of Directors of the Corporation. The number of Directors may be either increased or diminished from time to time by the By-Laws but shall never be less than three (3) members and never more than seven (7) members. The names and addresses of the persons who shall serve as Directors until the first election thereof are as follows:

Virginia P. Sherlock, 233 NE Edgewater Drive, Stuart, FL 34996

Howard K. Heims, 5555 NE Gulfstream Way, Stuart, FL 34996

Frances G. Heims, 111 Soundview Drive, Port Washington, NY 11050

ARTICLE SIX

Officers

The affairs of the Corporation shall be managed by a President, a Vice President, a Secretary and a Treasurer. Such Officers shall be elected annually on

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15 November or such other date each year as shall be established by the Board of Directors. The names of the persons who shall serve as Officers until the first election of Officers under these Articles of Incorporation are as follows:

ARTICLE SEVEN

By-Laws

The Bylaws of the corporation may be made, altered, or rescinded by the Directors of the corporation or by a meeting of members called for the purpose.

ARTICLE EIGHT

Amendments to Articles

These Articles of Incorporation may be amended by the act of the Directors of the Corporation. Such amendments may be proposed and adopted in the manner provided in the Bylaws of the Corporation.

ARTICLE NINE

Incorporators

The names and residence addresses of the subscribers of these Articles of Incorporation are:

Virginia P. Sherlock, 233 NE Edgewater Drive, Stuart, FL 34996

Howard K. Heims, 5555 NE Gulfstream Way, Stuart, FL 34996

Francis G. Heims, 111 Soundview Drive, Port Washington, NY 11050

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ARTICLE TEN

Tax Exemption

Said corporation is organized exclusively for charitable, religious, educational, or 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

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 Third 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 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation,

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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).

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of 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, educational, 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 1986 (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 the Superior 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.

IN WITNESS WHEREOF, we have subscribed our names this 12th day of February, 1999.

Virginia B. Sherlock
Howard K. Heims

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in
compliance with said Act:

That Citizens' Environmental Law Enforcement Foundation, Inc.,
desiring to organize under the laws of the State of Florida, with
its principal office at the City of Stuart, County of Martin, State of Florida, as set
forth in the Articles of Incorporation, has named Virginia P. Sherlock, located at:
1855 S. Kanner Highway, Stuart, Florida 34994 as its Registered Agent to accept
service of process on the corporation's behalf within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above mentioned
corporation, at the place designated in this Certificate, I hereby accept to act in this
capacity and agree to comply with the provisions of said Act relative to keeping
open said office.

By:

Virginia P. Sherlock
As Registered Agent

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TALLAHASSEE FLORIDA

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