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Florida Outdoors Foundation Inc

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
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REGISTRATION/QUALIFICATION	
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Ordered By: \_\_\_\_\_

Date: \_\_\_\_\_

T. SMITH APR 01 1999

**Articles of Incorporation**  
**of**  
**FLORIDA OUTDOORS FOUNDATION, INC.**  
**(A Not For Profit Florida Corporation)**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporators hereby make, subscribe, acknowledge, and files with the Florida Department of State these Articles of Incorporation for the purposes of forming a corporation not for profit in accordance with the laws of the State of Florida.

**ARTICLE 1**

**Name**

The name of this corporation shall be Florida Outdoors Foundation, Inc. (the "Corporation").

**ARTICLE 2**

**Purpose**

The purpose for which this Corporation is organized and shall be operated is:

2.1 Exclusively for charitable, religious, educational, and 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

("IRC") or corresponding Sections of any future federal tax code.

2.2 Said Corporation shall be organized to enhance and preserve Florida Wildlife and outdoor activities through education, special activities, and events all involving the general public. There shall be no discrimination by this organization nor its directors based on race, creed, color, national or ethnic origin.

### **ARTICLE 3**

#### **Powers**

Except as stated below, this Corporation shall have and exercise all powers necessary or convenient to effect any and all of the charitable, scientific and educational purposes for which this Corporation is organized.

### **ARTICLE 4**

#### **Limitation of Corporate Powers**

4.1 No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, director, 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 these

Articles of Incorporation. 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) of any political campaign on behalf of or in opposition to any candidate for public office. 4.2

Notwithstanding any other provision of these Articles of Incorporation, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on (a) by a corporation exempt from federal income tax under IRC Section 501(c)(3), or the regulations issued thereunder, or the corresponding section(s) or regulation(s) of any future federal tax code, or (b) by a corporation, contributions to which are deductible under IRC Section 170(c)(2) or regulations issued thereunder, or the corresponding section(s) or regulation(s) of any future federal tax code.

## **ARTICLE 5**

### **Members**

The members of this Corporation shall consist of the initial Directors of this Corporation named in these Articles of Incorporation and such other persons who demonstrate an interest in the purposes of this Corporation and support thereof. The admission of membership shall be governed by the provisions of the

By-Laws of this Corporation.

## **ARTICLE 6**

### **Term of Existence**

The term for which this Corporation is to exist shall be perpetual.

## **ARTICLE 7**

### **Officers and Directors**

The affairs of this Corporation shall be managed by a Board of Directors who shall be elected by the members of this Corporation as provided in the By-Laws and by officers who shall be appointed by the Board of Directors. The officers to be appointed shall include a President, a Secretary, a Treasurer, and such other officers as may be provided for in the By-Laws of this Corporation. The duties of the respective officers and the manner of filling vacancies in the offices of this Corporation shall be provided in the By-Laws.

The number of Directors and the manner of filling vacancies in the Board of Directors shall be provided in the By-Laws of this Corporation. The number shall not be less than Three (3) nor more than Seven (7). A quorum for the transaction of business shall be a majority of the Directors qualified and active, and the act of a majority of the Directors present at a meeting at which a quorum is

present shall be the act of the Directors. Meetings of the Directors may be held within or without the State of Florida..

## **ARTICLE 8**

### **Directors**

The names and addresses of the members of the first Board of Directors, who, subject to these Articles, the By-Laws of this Corporation and the laws of the State of Florida, shall hold office for the first year of this Corporation's existence, or until an election is held by the members for the election of Directors, or until their successors have been duly elected and qualified are:

<b><u>Name</u></b>	<b><u>Address</u></b>
<u>Tom Tatum</u>	<u>4501 East Columbus Drive, Tampa, Fl. 33605</u>
<u>John Jackson</u>	<u>15118 Brushwood Dr., Tampa, Fl. 33624</u>
<u>Michael Kiouses</u>	<u>5405 Cypress Center Drive, Ste. 330, Tampa,</u> <u>Florida 33609</u>

## **ARTICLE 9**

### **Registered Office and Registered Agent**

The initial registered office of this Corporation shall be located at 4501 East Columbus Drive, Tampa, Florida 33605. The initial Registered Agent of this Corporation shall be Tom Tatum. This Corporation shall have the right to change such registered

agent from time to time, as provided by law.

#### ARTICLE 10

##### Corporate Address and Mailing Address

The initial corporate address of this Corporation shall be 4501 East Columbus Drive, Tampa, Florida 33605 and the mailing address of this Corporation shall be 4501 East Columbus Drive, Tampa, Florida 33605.

#### ARTICLE 11

##### Incorporators

The name and address of the persons signing these Articles as the incorporator are:

<u>Name</u>	<u>Address</u>
<u>Tom Tatum</u>	<u>4501 East Columbus Drive, Tampa, Fl. 33605</u>
<u>John Jackson</u>	<u>15118 Brushwood Drive, Tampa, Florida 33624</u>
<u>Debra Mintzer</u>	<u>18521 S.R. 54, Lutz, Florida 33549</u>
<u>Michael Kiouses</u>	<u>5405 Cypress Center Drive, Ste. 330, Tampa, Florida 33609</u>

#### ARTICLE 12

##### By-Laws

The By-Laws of this Corporation shall be made, altered, or rescinded from time to time in whole or in part by a majority vote

of the Directors of this Corporation present at any meeting of the Board of Directors duly called and convened; provided, however, that a quorum is present at the meeting of the Board of Directors and notice of the proposed action with respect to the By-laws shall have been mailed by the Secretary to all of the members of the Board of Directors at least Ten (10) days before the meeting.

### **ARTICLE 13**

#### **Dissolution**

Upon the dissolution of this Corporation or the winding up of its affairs, the assets of this Corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify for the provisions of IRC Section 501(c)(3) and the regulations issued thereunder, 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 purpose; and no member, director, officer or private individual shall be entitled to share in the distribution of any assets.



ARTICLE 14

Amendment of Articles of Incorporation

These Articles of Incorporation may be amended, altered, changed, or repealed in whole or in part by a majority vote of the Board of Directors of this Corporation at any meeting of the Corporation duly called and convened; provided notice of the proposed action shall have been communicated to the Board of Directors prior to the meeting as provided in the By-Laws.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation at Tampa, Florida, on this 24th day of March, 1999, for the uses and purposes stated therein.

Tom Tatum                      John Jackson  
[Signature]                      [Signature]

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 617.0501 FLORIDA STATUTES.

Tom Tatum  
Registered Agent  
March 24, 1999  
Date

FILED  
99 APR - 1 PM 3:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA