

N99000003654

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

100002903171--2  
-06/14/99--01044--005  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: Young Friends of the Everglades, Inc.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: KAREN MASHBURN  
Name (Printed or typed)

6101 Moss Ranch Rd.  
Address

MIAMI FL 33156  
City, State & Zip

305 661-7488  
Daytime Telephone number

FILED  
99 JUN 14 AM 8:39  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

NOTE: Please provide the original and one copy of the articles.

B. BROOK JUN 15 1999

**Articles of Incorporation  
of  
Young Friends of the Everglades, Inc.**

**FILED**  
99 JUN 14 AM 8:39  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Under Section 617 of the laws of the State of Florida, the undersigned, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopt the following Articles of Incorporation:

**Article I      Name**

The name of the corporation hereinafter called the Corporation, is **Young Friends of the Everglades, Inc.**

**Article II      Purposes**

(a) The purposes for which the Corporation is formed are exclusively to receive and administer funds for scientific, educational, religious and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, and to that end take and hold by bequest, devise, gift, grant, purchase, lease or otherwise dispose of any such property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to the amount or value; to sell, convey, or otherwise dispose of any such property, and to invest, reinvest, or deal with the principal or the income thereof in such a manner as, in the judgment of the directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation, or any laws applicable thereto. To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the laws of the State of Florida.

(b) No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(d) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(f) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(g) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(h) Notwithstanding any other provisions of this certificate, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 179(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

(i) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

### **Article III    Principal Office**

The principal place of business and mailing address of this corporation is: 6101 Moss Ranch Road, Miami, Fl 33156.

### **Article IV    Territory**

The territory in which the operations of the Corporation are principally conducted is the County of Miami-Dade, State of Florida, and its territories and possessions, but the operation of the Corporation shall not be limited to such territory.

**Article V      Directors**

The names and addresses of the initial trustees until the first annual meeting of the Corporation are:

Constance Washburn  
6125 Moss Ranch Road  
Miami, Fl 33156

Karen Mashburn  
6101 Moss Ranch Road  
Miami, Fl 33156

**Article VI      Registered Agent and Street Address**

The name and street address to which the Secretary of State shall mail a copy of process in any action or proceeding against the Corporation which may be served upon her is:

Karen Mashburn, 6101 Moss Ranch Road, Miami, FL 33156

**Article VII      Perpetual Existence**

The Corporation shall have perpetual existence.

**Article VIII      Election of Board of Directors**

The members of the Corporation shall elect Directors at each annual meeting of the membership. Those entitled to vote for members of the Board of Directors shall be those members in good standing. In the event of a vacancy on the Board it shall be filled by a vote of the majority of the remaining Board members; provided, however, that it shall not be mandatory any vacant seat on the board be filled.

**Article IX      Board of Directors**

The Board of Directors shall consist of not more than nine (9) members and not less than three (3) members.

**Article X      Membership**

The members of the Young Friends of the Everglades Inc. shall consist of the persons signing the Articles of Incorporation and such other persons or organizations who join by completing an application form and paying dues annually.

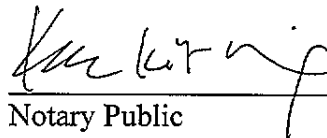
**Article XI      Bylaws**

The Bylaws shall be enacted by a majority vote of the Board at the initial meeting and may be amended by a majority vote of the Board voting at any regular or special meeting.

State of Florida  
County of Miami-Dade

**BEFORE ME**, the undersigned authority duly authorized to administer oaths, personally appeared Karen Mashburn, to me well known to be the person who executed the foregoing Acceptance of Registered Agent Designation of Young Friends of the Environment, Inc., and she acknowledged before me that she executed the same of the purposes therein expressed.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal in the City of Miami, County of Miami-Dade, State of Florida, this 10<sup>th</sup> day of June, 1999.

  
\_\_\_\_\_  
Notary Public



**Article XII Charter Amendments**

The Corporate Charter may be amended by a majority vote of the Board voting at any regular or special meeting called for such purpose.

IN WITNESS WHEREOF, the subscribers hereto have set their hands and affixed their seals as of the 10th day of June, 1999.

Jerry Mashburn

Constance Washburn  
Constance Washburn

Jerry Mashburn

Jerry Mashburn

Karen Mashburn  
Karen Mashburn

Jerry Mashburn

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TALLAHASSEE FLORIDA

**Acceptance of Registered Agent Designation**

Having been named as registered agent for Young Friends of the Everglades, Inc., to accept service of process for the above stated corporation at the place designated in the certificate, I hereby accept the appointment as registered agent and agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Karen Mashburn  
Signature/Registered Agent

June 10, 1999  
Date