

N99000004912
Rogers, Towers, Et al - Mary Rose

Requestor's Name

106 S. Monroe Street

Address

Tallahassee, Florida 32301

City/State/Zip

Phone #

222-7200

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Citizens for a Scenic St. Johns, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time

8-4-99

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

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
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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*****70.00 *****70.00

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W-18059
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99 AUG 17 PM 12:32
TALLAHASSEE, FLORIDA

gyc 8/4



05159-23506

FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 4, 1999

ROGERS, TOWERS, ET AL
106 S. MONROE ST.
TALLAHASSEE, FL 32301

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 AUG 17 PM 3:26

RECEIVED

We have received your document for CITIZENS FOR A SCENIC ST. JOHNS, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

Alan Crum
Document Specialist

Letter Number: 999A00039542

ARTICLES OF INCORPORATION
OF
CITIZENS FOR A SCENIC ST. JOHNS, INC.
(A Florida Nonprofit Corporation)

FILED
99 AUG 17 PM 4:59
TALLAHASSEE, FLORIDA

We, the undersigned, all of whom are citizens of the United States and residents of the State of Florida, being of full age, acting as incorporators for the purposes of creating a nonprofit corporation under the Laws of the State of Florida, as contained in Chapter 617 of the Florida Statutes, as presently constituted, do hereby set forth:

ARTICLE I

Corporate Name

The name of this corporation is CITIZENS FOR A SCENIC ST. JOHNS, INC.

ARTICLE II

Corporate Nature

This is a nonprofit corporation, organized solely for educational purposes pursuant to the Florida Corporations Not-For-Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III

Duration

The term of existence of the corporation is perpetual.

ARTICLE IV

General and Specific Purposes

The specific and primary purposes for which this corporation is formed are:

- (a) To promote and carry out programs that protect natural beauty in the environment, preserve and enhance landscapes and streetscapes, protect historical and cultural resources, promote the enhancement of scenic approaches and settings of cities and towns, improve community appearance, and foster establishment and preservation of scenic road systems.
- (b) To promote education of the public about the economic, social and cultural benefits of protecting and enhancing scenic resources and community appearance.
- (c) To coordinate local, regional, and state efforts to preserve and enhance visual resources.
- (d) To provide information to appearance commissions, garden clubs, historic preservation groups, environmental organizations, civic groups, governmental agencies and other individuals and organizations interested in preserving and enhancing visual resources.
- (e) To research, study and analyze federal, state, and local policies affecting visual resources.
- (f) To encourage and foster any such other activity that has the purpose of promoting appreciation and preservation of scenic resources.
- (g) To do anything, perform any act, and exercise any right in any power now hereafter

conferred by the laws of the State of Florida upon a general not-for-profit corporation organized under the laws of the State of Florida, and in general, to carrying on any of the activities herein set forth to the same extent and as fully as a natural person might or could do. However, nothing set forth in these Articles shall be construed as authorizing the corporation to possess any purpose, object, or power to do anything forbidden by law to a not-for-profit corporation organized under the laws of the State of Florida or to engage in activity not approved by Section 501(c)(3) of the Internal Revenue Code, including any substitute or successor section. The corporation shall not possess or exercise any power or authority, either expressly, by interpretation or by operation of law which will prevent it from at any time qualifying and continuing to qualify as a corporation described in Section 501(c)(3) of the Internal Revenue Code, including any substitute or successor section.

ARTICLE V

Management of Corporate Affairs

(a) BOARD OF TRUSTEES. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Trustees. The initial number of Trustees of the corporation shall be three (3), provided, however, that such number may be changed by a by-law duly adopted by the Board to an uneven number not less than three (3).

The Trustees named herein as the first Board of Trustees shall hold office until the first annual meeting of the Board at which time an election of Trustees shall be held.

Trustees elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the next annual meeting of the Board following the election of Trustees and until the qualification of the successors in office. Annual meetings shall be held at such time

and/or place or places as the Board of Trustees may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Trustees under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or 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 unanimous vote of the Trustees. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Trustees without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Trustees to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Trustees are as follows:

<u>Name</u>	<u>Address</u>
Wilton Rooks	151 Santa Monica Avenue, St. Augustine, FL 32084
Cliff Skarr	708 Standish Drive, St. Augustine, FL 32086
Sacha Martin	133 Coastal Hollow Circle, St. Augustine, FL 32095

(b) CORPORATE OFFICERS. The Board of Trustees shall elect the following officers: President, Vice-President, and Secretary/Treasurer, and such other officers as the by-laws of this corporation may authorize the Trustees to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Trustees. Until such election is held, the following persons shall serve as corporate officers:

President:	Wilton Rooks
Vice-President:	Cliff Skarr
Secretary/Treasurer:	Sacha Martin

ARTICLE VI

Earnings and Activities of Corporation

(a) 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 IV hereof.

(b) 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.

(c) 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 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(d) 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.

ARTICLE VII

Distribution of Assets

Upon dissolution of the corporation, the Board of Trustees 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 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees 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 or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

Membership

The corporation shall have one (1) class of members and the membership shall consist of the Board of Trustees.

ARTICLE IX

Incorporators

The names and residence addresses of the Incorporators of this corporation are as follows:

<u>Name</u>	<u>Address</u>
Wilton Rooks	151 Santa Monica Avenue, St. Augustine, FL 32084
Cliff Skarr	708 Standish Drive, St. Augustine, FL 32086
Sacha Martin	133 Coastal Hollow Circle, St. Augustine, FL 32095

ARTICLE X

Amendment of Bylaws

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not For Profit law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Trustees, or by following the procedure set forth therefor in the Bylaws.

ARTICLE XI

Dedication of Assets

The property of this corporation is irrevocably dedicated to educational purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XII

Registered Agent and Principal Office Address

The address of the corporation's registered agent and also the address of the principal office shall be 151 Santa Monica Avenue, St. Augustine, FL 32084 and the name of its registered agent at said address shall be Wilton Rooks whose acceptance of said designation is signified by his signature below.

ARTICLE XIII

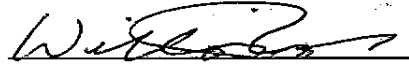
Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by

the Board of Trustees and presented to a quorum of members for their vote.

We, the undersigned, being the subscribers and 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 2nd ^{August} day of ~~July~~, 1999.

Incorporator



Wilton Rooks



Cliff Skarr



Sacha Martin

Registered Agent



Wilton Rooks

FILED

99 AUG 17 PM 4:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA,
COUNTY OF ST. JOHNS

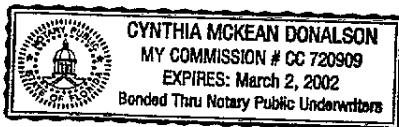
BEFORE ME, the undersigned authority, personally appeared Wilton Rooks as an
incorporator and as the registered agent, to me known to be the person who executed the foregoing

Articles of Incorporation and acknowledged to and before me that he executed such instrument.

And has produced FL DL # R2D0893 39 3480.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 2nd day of August, ~~July~~

1999.



Cynthia M. Donalson
Notary Public

State of Florida at Large

My Commission Expires: March 2, 2002