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SMITH CLARK DELESIE BIERLEY MUELLER & KADYK

ATTORNEYS & COUNSELORS AT LAW

JOHN C. BIERLEY  
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J. CRAIG DELESIE, JR.  
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H. VANCE SMITH

100 NORTH TAMPA STREET  
SUITE 2120  
TAMPA, FLORIDA 33602  
POST OFFICE BOX 2939 - 33601  
TELEPHONE (813) 226-1880  
FACSIMILE (813) 226-1879

OF COUNSEL:

J. DANFORTH BROWNE  
CHARLES F. CLARK  
(1918 - 1998)

March 19, 2001

Katherine Harris  
Secretary of State  
PL-02 The Capitol  
Tallahassee, Florida 32399-0250

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-03/27/01--01025--007  
\*\*\*\*\*52.75 \*\*\*\*\*52.50

RE: **Neighbors Against Stormwater Pollution, Inc.**  
**Amended and Restated Articles of Incorporation**

Dear Sir/Madam:

Enclosed herewith is the Amended and Restated Articles of Incorporation for Neighbors Against Stormwater Pollution, Inc. Further enclosed is a check in the amount of \$52.75; \$35.00 for the filing fees and \$17.75 for a certified copy to be sent with filing acknowledgement of the Amended and Restated articles to:

**Neighbors Against Stormwater Pollution, Inc.**  
**c/o Sandi Mulder, Secretary**  
**P.O. Box 320935**  
**Tampa, FL 33679**

Thank you for your assistance and cooperation in this matter. Should you have any questions please feel free to contact my assistant, Patty Montgomery or Deborah Field.

RECEIVED  
MAR 26 AM 8:18  
DIVISION OF CORPORATIONS  
HVS/df  
Enclosures  
cc: Sandi Mulder

Very truly yours,

H. Vance Smith

Amended  
& Restated

S. PAYNE APR 5 - 2001

**SMITH CLARK DELESIE BIERLEY MUELLER & KADYK**

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**OF COUNSEL:**

J. DANFORTH BROWNE  
CHARLES F. CLARK  
(1918 - 1998)

April 3, 2001

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

Attn: Susan Payne

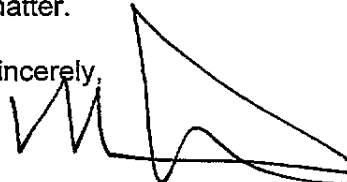
Re: Neighbors Against Stormwater Pollution, Inc.

Dear Ms. Payne:

Pursuant to our telephone discussion of March 30, 2001, I enclose the original Certificate required by F.S. 617.1007.

Thank you for your assistance in this matter.

Sincerely,



H. Vance Smith

HVS/pjm  
Enclosures

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

**NEIGHBORS AGAINST STORMWATER POLLUTION, INC.**

**FILED  
01 APR -5 PM 12:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**ARTICLE I**

The name of this corporation shall be Neighbors Against Stormwater Pollution, Inc. and its principal place of business shall be in Tampa, Hillsborough County, Florida. The location of the principal office and the mailing address of the corporation shall be 4707 Cherokee Road, Tampa, Florida 33629.

**ARTICLE II**

The purpose of the corporation is to promote the education and the appreciation of the deleterious effect of stormwater drain run off into the bayous, canals, springs and lagoons that are part of the Tampa Bay Estuary System. The corporation shall have the powers to study and research the effects of pollution attributable to storm drain runoff; to join into partnership with other organizations, public or private, involved in the Florida environmental protection of waters; to furnish educational experiences and information to the citizens of Tampa Bay area about stormwater pollution.

The corporation shall have the powers to enter into contracts, to hold and convey title to real or personal property and to exercise all powers permitted a corporation not for profit under the laws of the State of Florida, not inconsistent with the general objectives enumerated herein. In addition hereto, the corporation shall have the following power:

1. To contract and be contracted with, to sue and be sued, to invest and reinvest the funds of the corporation, to do all acts and things requisite, necessary, proper or desirable to carry out the purposes for which the corporation was formed.

2. To hold, manage, pledge, sell, rent, lease, transfer or in any manner dispose of and deal in trade in real estate, goods, merchandise, tangible and intangible property of any and every class and description wheresoever the same may be located.

3. To act as agent, principal, director, manager or otherwise either alone or in conjunction with any government or political subdivision thereof, person, firm, association, institution, or public or private corporation.

4. To act as trustee of funds, or other assets, given for all, or any, of its purposes; to receive by bequest, devise, gift, purchase, lease, or otherwise, either absolutely or in trust, property as trustee; to sell and convey such property and to invest and reinvest the proceeds from the sale, or proceeds and income therefrom, in such manner for the purposes of the corporation as at the discretion of the Board of Directors, will best promote the purposes of the corporation.

5. To promote research and education and further useful knowledge about the preservation and protection of our aquifers, fresh water tributaries and all waters feeding Tampa Bay Estuary.

6. To follow and comply with instructions, or conditions, given by any donor, grantor, testator or testatrix, as to the disposition of property or funds, whether such gifts, devise or bequest shall be absolute in trust; and to administer the same in accordance with such instructions or conditions, insofar as the same is legally possible, and such instructions or conditions shall be binding upon the Board of Directors of the

corporation; provided, however, that the purpose for which any bequest, devise or gift was made, shall cease to exist under the instructions and conditions under which they were acquired become impracticable to follow and comply with, then, such bequest, devise or gift shall be administered as such.

7. To incorporate as a part of the general fund of the corporation all bequests, devises or gifts in the absence of specific instructions of the donor, grantor, testator or testatrix. The disposition of such property and funds shall be made for a purpose or purposes of the corporation at the discretion of the Board of Directors.

8. To employ personnel as may be necessary to carry out its purposes and programs.

This corporation is organized exclusively for charitable, educational, religious, or scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.) All funds of the corporation and any monies from its operation shall be used in the furtherance of the purposes set forth herein, which purposes shall be solely for charitable, educational and scientific purposes. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, 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 section 501(c)(3) purposes. 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, 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.

### **ARTICLE III**

**Duration:** The corporation shall have a perpetual existence or until such time as its dissolution by a vote of three-quarters of the Board of Directors, or a court of competent jurisdiction.

### **ARTICLE IV**

**Management:** The general affairs of this corporation shall be managed by the Board of Directors. At least one-third of the Board of Directors shall be elected annually unless otherwise provided in the by-laws. The Board of Directors shall elect a President, a Vice-President/Treasurer and Secretary. The officers and directors shall hold office until their successors are duly elected and qualified. The officers must be individuals who are members of the Board of Directors. The requirements for quorum and conduct of said elections shall be set forth in the by-laws of this corporation. The initial directors of the corporation shall be the incorporators whose names and addresses are set forth in Article XI. The initial directors shall hold office until their successors are duly elected as provided in the by-laws of this corporation.

### **ARTICLE V**

**Quorum:** A majority of the Board of Directors shall constitute a quorum for all business before said body. Meetings by telephonic conference, voting of directors by U.S. Mail and other voting procedures may be established in the by-laws of this corporation.

### **ARTICLE VI**

By-Laws: The by-laws of this corporation shall be made, altered, amended or rescinded by a vote of two-thirds of the members of the Board of Directors at any of its regular meetings, or at any special meeting called for that purpose.

#### **ARTICLE VII**

Approval: The Articles of Incorporation shall be approved by three-fourths vote of the Board of Directors of Neighbors Against Stormwater Pollution, Inc. before being filed in the Office of the Secretary of State of Florida and approved by the Secretary.

#### **ARTICLE VIII**

Amendments to the Articles of Incorporation: These Articles of Incorporation at any time may be amended by resolution proposed and adopted by three-fourths vote of the whole Board of Directors at a meeting of this corporation. Notice of such meeting shall be as required by the corporation and the by-laws. Any such amendment shall be submitted to the Board of Directors of Neighbors Against Stormwater Pollution, Inc. for approval as set forth in Article VIII hereof and become effective upon filing in the Office of the Secretary of State of Florida.

#### **ARTICLE IX**

Dissolution: Upon Dissolution of this corporation assets shall be distributed for one or more purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, or 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.

#### **ARTICLE X**

Prohibited Activity: 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 corresponding section of any future Federal tax code.)

#### **ARTICLE XI**

Incorporators: The name and address of each incorporator is:

C. Joseph Keel  
5210 Thonotosassa Road  
Plant City, FL 33565  
President

Barbara Romano  
5021 Shorecrest Circle  
Tampa, FL 33609  
Vice-President

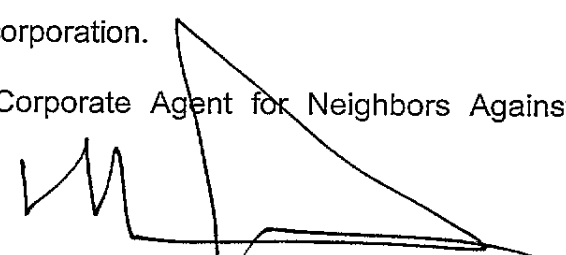
Sandra Mulder  
4707 Cherokee Road  
Tampa, Florida 33629  
Secretary

Helen Carastro  
4809 W. Bay Court  
Tampa, FL 33611  
Treasurer

#### **ARTICLE XII**

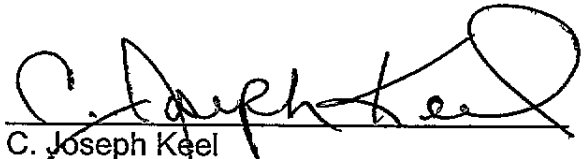
Designation of Resident Agent: H. Vance Smith located at 100 North Tampa Street, Ste. 2120, Tampa, Florida 33602, is hereby designated as the corporate agent to accept service of process in Florida for the corporation.

I hereby accept the designation as Corporate Agent for Neighbors Against Stormwater Pollution, Inc.

  
\_\_\_\_\_  
Corporate Agent



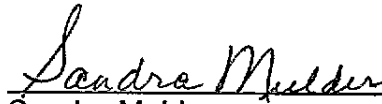
IN WITNESS THEREOF, the undersigned have executed these Amended and Restated Articles of Incorporation this 16 day of March, 2001.



C. Joseph Keel  
President/Director



Barbara Romano  
Vice-President



Sandra Mulder  
Secretary



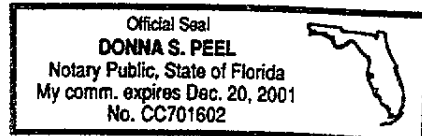
Helen Carastro  
Treasurer

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 16 day of March, 2001 by C. Joseph Keel in his capacity as President/Director of Neighbors Against Stormwater Pollution, Inc. who is personally known to me or produced \_\_\_\_\_ as identification.

Donna S. Peel

Signature of Notary Public



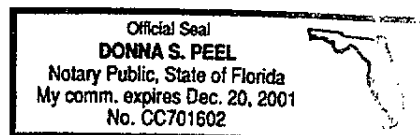
Print, Type or Stamp Commissioned  
Name of Notary and Date Commission  
Expires

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 16 day of March, 2001 by Barbara Romano in her capacity as Vice President of Neighbors Against Stormwater Pollution, Inc. who is personally known to me or produced \_\_\_\_\_ as identification.

Donna S. Peel

Signature of Notary Public



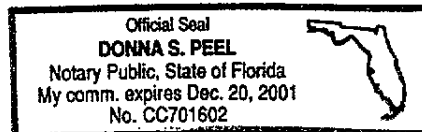
Print, Type or Stamp Commissioned  
Name of Notary and Date Commission  
Expires

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 16 day of March, 2001 by Sandra Mulder in her capacity as Secretary of Neighbors Against Stormwater Pollution, Inc. who is personally known to me or produced \_\_\_\_\_ as identification.

Donna S. Peel

Signature of Notary Public

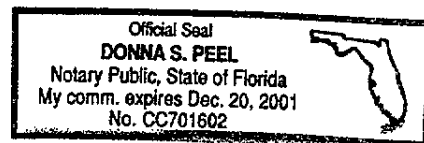


Print, Type or Stamp Commissioned  
Name of Notary and Date Commission  
Expires

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 16 day of March, 2001 by Helen Carastro in her capacity as Treasurer of Neighbors Against Stormwater Pollution, Inc. who is personally known to me or produced \_\_\_\_\_ as identification.

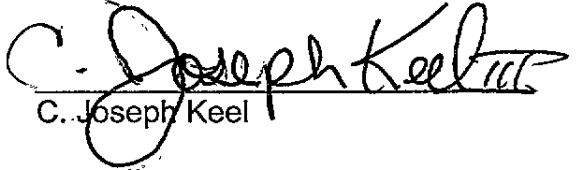
Donna S. Peel  
Signature of Notary Public



Print, Type or Stamp Commissioned  
Name of Notary and Date Commission  
Expires

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION'S  
CERTIFICATE**

The undersigned President of Neighbors Against Storm Water Pollution, Inc. ,  
pursuant to section 617.1007 Florida Statutes hereby certifies that the Amended and  
Restated Articles do not require member approval and the same have been duly  
approved by the Corporation's Board of Directors.

  
C. Joseph Keel