

Jeb Bush
Governor

Department of Environmental Protection

Marjory Stoneman Douglas Building
3900 Commonwealth Boulevard
Tallahassee, Florida 32399-3000

David B. Struhs
Secretary

November 29, 1999

N99000007050

Mr. David Mann, Director
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

Dear Mr. Mann:

This letter is to certify to you that Friends of Grayton Beach State Recreation Area, Inc., is a duly authorized citizen support organization which is under contract to provide support for the Division of Recreation and Parks in accordance with Section 258.015, F.S.

*No charge
cc*

* Pursuant to F.S. 617.0122, this filing is exempt from any fees when certified by the Dept. of Environmental Protection.

Sincerely,

Fran P. Mainella, CLP
Director
Division of Recreation and Parks

FPM/paw

Attachments

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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K. Rolfe **DEC 2 1999**

"Protect, Conserve and Manage Florida's Environment and Natural Resources"

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FRIENDS OF GRAYTON BEACH STATE RECREATION AREA, INC.
A Florida Not for Profit Corporation

ARTICLE I

NAME

The name of the Corporation shall be **FRIENDS OF GRAYTON BEACH STATE RECREATION AREA, INC.**, a Florida not for Profit Corporation.

ARTICLE II

TERMS OF EXISTENCE

The date and time of the commencement of the corporate existence of the Corporation shall be as of the time of the filing of these Articles of Incorporation by the Department of State for the State of Florida, and this Corporation shall exist perpetually, unless sooner dissolved under Florida law.

ARTICLE III

CHARITABLE PURPOSE AND POWER

1. The Corporation shall be at all times a not for profit corporation under the provisions of the Florida Not for Profit Act (Chapter 617, Florida Statutes). The Corporation shall be organized and shall be operated exclusively for public charitable and educational uses and purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

2. The Corporation shall have the full power and authority to:

(a) Conduct programs and activities; raise funds; request and receive grants, gifts, contributions, dues and bequests of money, real and personal property or acquire, receive, hold, invest and administer, in its own name, securities, funds, objects of value, or other property, real or personal; and make expenditures and distributions to or for the benefit of Grayton Beach State Recreation Area and other organizations exempt under Section 501(c)(3) of the Internal Revenue Code.

(b) Carry on all the other activities allowed by the laws of the State of Florida and the United States for a charitable and educational organization.

(c) Borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business.

(d) Within and subject to the limitations of Section 501(c)(3) of the Internal Revenue Code, to perform all other acts necessary of incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the Corporation, as set forth in these Articles of Incorporation including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Florida Not for Profit Corporation Act.

3. The Corporation shall serve only such purposes and functions and shall engage only in such activities as are consonant with the purposes set forth in this Article Three and as are exclusively charitable under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV

PUBLICLY SUPPORTED TAX-EXEMPT NON PROFIT CORPORATION

1. The Corporation shall be neither organized nor operated for pecuniary gain or profit. Moreover:

(a) No part of the net earnings of the Corporation shall ever inure to the benefit of, or be distributable to, any member, director, officer, or trustee of the corporation, or any other private person; but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distribution in furtherance of the purpose as set forth in Article Three 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 participant in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provisions of the Articles, the Corporation shall not carry on any other activities not permitted to be carried on:

(i) By a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of Section 509(a) of the Internal Revenue Code; or

(ii) By a corporation, contributions to which are deductible for federal income tax purposes under Section 170(c)(2) of the Internal Revenue Code.

2. It is intended that the Corporation shall have, and continue to have, the status of an organization which is exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code and which is other than a private foundation within the meaning of Section 509(a) of the Internal Revenue Code. All terms and provisions of these Articles of Incorporation and the bylaws of the Corporation, and all authority and operations of the Corporation, shall be construed, applied and carried out in accordance with such intent.

ARTICLE V

MEMBERSHIP

1. The Board of Directors of the Corporation shall have the power to admit members to the corporation in such manner, subject to such qualifications, and upon such terms and conditions and with such rights and privileges, including voting, as may be provided from time to time in the Bylaws of the Corporation and as are not inconsistent with any provision of these Articles of Incorporation. Membership may be divided into one or more classes.

2. The Corporation shall consist of persons, including individuals, partnerships, and corporations, elected to membership by the Board of Directors. All persons who are interested in the objectives of the Corporation shall be eligible for membership. For proper cause and after reasonable notice and hearing, the membership of any person may be terminated by the Board of Directors. Failure to pay membership dues as required under the Bylaws shall be sufficient cause for termination of membership without a hearing.

3. The Corporation shall provide for equal membership and employment opportunities to all persons regardless of race, color, religion, sex, age or natural origin.

ARTICLE VI

BOARD OF DIRECTORS

1. The Corporation shall be governed by a Board of Directors. The number of directors which shall serve as the initial Board of Directors for this Corporation is ten (10). The directors shall be elected in the manner provided in the Bylaws.

2. The directors shall be members of the Corporation and the number of directors of the Corporation shall never be fewer than five (5); provided, however, that a greater number may be established and revised by a duly adopted Bylaw. A quorum of the Board of Directors shall consist of one-third (1/3) the prescribed number of directors as set forth in the Bylaws, unless a duly adopted Bylaw requires a higher percentage.

3. The names and addresses of the individuals, each of whom are 18 years of age or older, to serve on the initial Board of Directors are as follows:

Martha Solomon
4307 Jackson View Drive
Tallahassee, FL 32303

Edmund Alexander
56 Old Miller Pl
Santa Rosa Beach, FL 32459

Jim Perry
33 Gulf Breeze Drive
Santa Rosa Beach, FL 32459

Bonnie McQuiston
14 Alligator Cove
Santa Rosa Beach, FL 32459

Tom Patton
111 Little Redfish Lane #1730
Santa Rosa Beach, FL 32459

4. The above named directors shall serve until the first annual election.

The rights and interest of the Incorporators shall automatically terminate when these Articles are filed with the Secretary of State.

Incorporators Include:

Martha Solomon
4307 Jackson View Drive
Tallahassee, FL 32303

Tom Patton
111 Little Redfish Lane, #1730
Santa Rosa Beach, FL 32459

Jim Perry
33 Gulf Breeze Drive
Santa Rosa Beach, FL 32459

ARTICLE VII

OFFICERS

1. The officers of the Corporation shall be the President, the Vice-President, the Secretary, the Treasurer, and such other officers and assistant officer as may be created from time to time by the Board of Directors. The Officers shall be elected or appointed annually by the Board of Directors.

2. The names of the initial officers to serve until the first election, are as follows:

President
Vice-President
Secretary
Treasurer

ARTICLE VIII

BYLAWS

The Bylaws for the Corporation may be made, altered, rescinded, or adopted by a resolution of the Board of Directors or as otherwise set forth in the Bylaws. The Bylaws shall contain the quorum, notice and voting requirements for meetings and activities of the membership.

ARTICLE IX

DISSOLUTION/RESERVATION OF ASSETS

1. In the event of dissolution or the termination of the Corporation, title to all of its assets shall vest in the Department of Environmental Protection of the State of Florida, or its successor, to be used exclusively for the purposes hereinabove set forth, provided that such does not impair or destroy the tax exempt status of the Corporation or result in the denial of tax exempt status to donations, contributions, legacies or dues received by this corporation to the extent that such tax exempt status shall be allowed under any applicable law or regulation.

2. Notwithstanding anything herein to the contrary, the assets of the Corporation are hereby irrevocably dedicated to charitable use; accordingly, in the event the Department of Environmental Protection of the State of Florida, or its successors, fails to qualify to receive or otherwise fails to accept the Corporation's assets upon dissolution, the residual assets of the Corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code or corresponding sections of any prior or future law, or to the federal, state or local government for exclusive public purpose(s).

ARTICLE X

AMENDMENTS TO ARTICLES OF INCORPORATION

Amendments to these Articles of Incorporation shall be proposed by the Board of Directors in the form of a resolution which must be adopted by a vote of two-thirds (2/3) of all members present at any meeting of the membership called for that purpose; a quorum at said meeting shall consist of one-third (1/3) of the corporation's members. Notwithstanding anything herein to the contrary, amendments which are required or advisable to obtain or maintain the Corporation's tax exempt status may nevertheless be adopted at a meeting of the Board of Directors by a unanimous vote of the directors then in office.

ARTICLE XI

INCORPORATOR

The name and address of the incorporator is as follows:

Martha Solomon
4307 Jackson View Drive
Tallahassee, FL 32303

Jim Perry
33 Gulf Breeze Drive
Santa Rosa Beach, FL 32459

Tom Patton
111 Little Redfish Lane #1730
Santa Rosa Beach, FL 32459

ARTICLE XII

INITIAL PRINCIPAL, OFFICE AND REGISTERED AGENT OF CORPORATION

The initial principal office, and name and address of the initial registered agent of the Corporation shall be:

Tom Patton
111 Little Redfish Lane, #1730
Santa Rosa Beach, Fl. 32457

ARTICLE XIII

ADMINISTRATION

The Corporation is organized under a nonstock basis. The annual meeting shall be held at such time and place as set forth in the Bylaws. Cumulative voting for any and all purposes is expressly prohibited.

ARTICLE XIV

DEFINITIONS

For purposes of these Articles of Incorporation, "charitable purposes" include charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, contributions for which are deductible under Section 170(c)(2) of the Internal Revenue code. All references in these Articles of Incorporation to sections of the Internal Revenue Code shall be considered reference to the Internal Revenue Code of 1906, as from time to time amended, and to the corresponding provisions of any applicable future United States Internal Revenue law, and to all regulations issued under such sections and provisions.

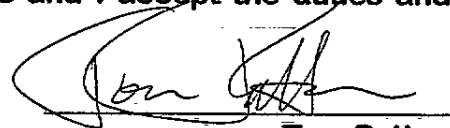
IN WITNESS WHEREOF, the undersigned, do hereby make, subscribe, acknowledge and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true and that I have executed these Articles of Incorporation for the purpose of creating a corporation, not for profit, under the laws of the State of Florida.

DATED this 21st day of Aug, 1999


Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Corporation, at the place designated in the certificate, I hereby agree to act in the 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 607, 325 Florida statutes.


Tom Patton

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