

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of FRIENDS OF ROOKERY BAY, INC., a corporation organized under the Laws of the State of Florida, filed on December 8, 1987, as shown by the records of this office.

The document number of this corporation is N23785.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
10th day of December, 1987.



Jim Smith

Jim Smith
Secretary of State

ARTICLES OF INCORPORATION
OF
FRIENDS OF ROOKERY BAY, INC.
A FLORIDA NONPROFIT CORPORATION

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE. NAME

The name of this corporation is FRIENDS OF ROOKERY BAY, INC.

ARTICLE TWO. STATEMENT OF CORPORATE NATURE

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Not For Profit Corporation Act.

ARTICLE THREE. PURPOSES

The specific and primary purposes for which this corporation is formed are to operate for the advancement of the Rookery Bay National Estuarine Research Reserve and to promote the purposes of the Reserve and to provide citizen support for resource protection, education and research by the Rookery Bay National Estuarine Research Reserve.

The general purposes for which this corporation is formed are to operate exclusively for such educational purposes as will qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations qualifying as tax-

exempt organizations under that Code.

This corporation shall not, as a substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE FOUR. DEDICATION OF ASSETS

The property of this incorporation is irrevocably dedicated to educational and research 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 FIVE. MEMBERSHIP

The incorporation shall have a membership distinct from the board of trustees. Any person paying dues as provided for in the bylaws and agreeing to be bound by the articles of incorporation of this corporation, by its bylaws, and by such rules and regulations as the trustees may from time to time adopt, is eligible for membership in the corporation. The trustees shall from time to time prescribe the form and manner in which application may be made for membership.

ARTICLE SIX

LOCATION OF INITIAL REGISTERED OFFICE AND NAME OF INITIAL REGISTERED AGENT.

The street address of the initial registered office of the corporation is Box 1877A, Rt. 6, City of Naples, County of Collier, State of Florida 33964.

The name of the initial registered agent at such address is Georgia Stamp.

ARTICLE SEVEN. INITIAL DIRECTORS

There shall be three (3) directors constituting the initial board of directors, managers, or trustees.

The name and address of each person who is to serve as an initial director, manager or trustee is:

Georgia Stamp
Box 1877A, Rt. 6
Naples, FL. 33964

Courtenay T. Vass
1360 Green Valley Circle, Apt. 1403
Naples, FL. 33942

Linda S. Weinland
3541 Sacramento Way
Naples, FL. 33942

ARTICLE EIGHT. INCORPORATORS

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

Georgia Stamp
Box 1877A, Rt. 6
Naples, FL. 33964

Courtenay T. Vass
1360 Green Valley Circle, Apt. 1403
Naples, FL. 33942

Linda S. Weinland
3541 Sacramento Way
Naples, FL. 33942

ARTICLE NINE. 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 number of trustees of the

corporation shall be not less than three.

The trustees named in Article Seven shall hold office until the first meeting of members to be held on January 14, 1988 at 7:00 p.m. at The Collier County Museum, City of Naples, County of Collier, Florida, at which time an election of trustees shall be held.

Trustees elected at the first annual meeting, and all times thereafter, shall serve for a term of 2 years until the 2nd annual meeting of members following the election of trustees and until the qualifications of the successors in office. Annual meetings shall be held at The Collier County Museum, 7:00 p.m., on the second Thursday in January of each year at the principal office of the corporation, or at such other place or places as the board of trustees may designate from time to time by resolution.

(b) Corporate Officers. The board of trustees shall elect the following officers: President, Vice President, Treasurer and Secretary, and such other officers as the bylaws of this corporation may authorize the trustees to elect from time to time. Such officers shall be initially elected at the first annual meeting of the board of trustees. Until such election is held, the following persons shall serve as corporate officers: Georgia Stamp, President; Courtenay Vass, Vice President; Linda S. Weinland, Secretary/Treasurer.

ARTICLE TEN. DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to

a nonprofit fund, foundation, or corporation organized and operated exclusively for educational purposes which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this nonprofit charitable corporation under the Laws of the State of Florida have executed these articles of incorporation on August 26, 1987.

Georgia Stamp
 GEORGIA STAMP

Courtenay Vass
 COURTENAY VASS

Linda S. Weinland
 LINDA S. WEINLAND

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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STATE OF FLORIDA)
COUNTY OF COLLIER)

I HEREBY CERTIFY That on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, GEORGIA STAMP, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Naples County of Collier, and State of Florida, this 26th day of August, 1987.

Patricia A. Farley
NOTARY PUBLIC

MY COMMISSION EXPIRES:
 NOTARY PUBLIC STATE OF FLORIDA
 MY COMMISSION EXP. MAY 30, 1990
 BONDED THRU GENERAL INS. UND

STATE OF FLORIDA)
COUNTY OF COLLIER)

I HEREBY CERTIFY That on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, COURTENAY VASS, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Naples, County of Collier, and State of Florida, this 27 day of August, 1987.

[Faint text: Notary Public, State of Florida, Commission Expires April 27, 1991]

[Signature]
NOTARY PUBLIC

MY COMMISSION EXPIRES:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. APR 27, 1991
BONDED THRU GENERAL INS. UND.

FILED
1987 DEC - 8 PM 3:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
COUNTY OF COLLIER)

I HEREBY CERTIFY That on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, LINDA WEINLAND, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Naples, County of Collier, and State of Florida, this 27 day of August, 1987.

[Signature: Cecile K. Martin]
NOTARY PUBLIC

MY COMMISSION EXPIRES:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. APR 27, 1991
BONDED THRU GENERAL INS. UND.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent for this Corporation as set forth in the foregoing Articles of Incorporation.

Dated this 26 day of August, 1987.

[Signature: Georgia Stamp]
Georgia Stamp,
Registered Agent.