

Articles of Incorporation

NOTE: SUBSTANTIAL AMENDMENT OF ENTIRE ARTICLES OF INCORPORATION.

(FOR PRESENT TEXT, SEE EXISTING ARTICLES OF INCORPORATION)

Amended and Restated Articles of Incorporation of The Friends of Barefoot Beach Preserve, Inc.

Pursuant to Section 617.1007, Florida statutes, The Friends of Barefoot Beach Preserve, Inc., a Florida not-for-profit, was originally incorporated on October 15, 1991 are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to 617.0201 (4), Florida statutes, and there is no discrepancy between the corporation's Articles of Incorporation as heretofore amended and the provision of these Amended and Restated Articles other than the inclusion of amendments adopted pursuant to 617.0201 (4). The Amended and Restated Articles of Incorporation of The Friends of Barefoot Beach Preserve, Inc., shall henceforth be as follows:

ARTICLE I

NAME & ADDRESS: The name of the corporation, herein called "The Friends" is The Friends of Barefoot Beach Preserve, Inc. and its address is: PO Box 564, Bonita Springs, Florida 34133.

ARTICLE II

PURPOSE AND POWERS:

The purpose for which FOBB is organized is to:

- Preserve, protect and enhance the natural features of Barefoot Beach Preserve in Collier County, including the beach and adjacent wooded areas.
- Foster research and educational endeavors relating to the Preserve, as well as lend a hand in maintenance of the beach and grounds.
- Publish and distribute literature relating to the Preserve.
- Secure volunteers to assist the County in the above endeavors.

Said purposes are exclusively charitable, scientific and educational within the meaning of section 501(a) of the Internal Revenue Code as an organization described in section 501(c)(3).

The Friends is organized and shall exist on a non-stock basis as a corporation not-for-profit under the laws of the State of Florida, within the purview of Section 501 (3)(C), Internal Revenue Code, and no portion of any earnings of The Friends shall be distributed or inure to the private benefit of any member, Director or officer of The Friends. For the accomplishment of its purposes, The Friends shall have all of the common law and statutory power and duties of a corporation not-for-profit under the laws of the State of Florida, except as expressly limited or modified by these Articles, or these By-Laws of The Friends as they may be amended from time-to-time. As a means of accomplishing the foregoing purposes, the corporation shall have the following powers:

To invest and reinvest its funds in such stock, common or preferred bonds, debentures, mortgages, or in such other securities and property as the Board of Directors shall deem advisable, subject to the limitations contained in any bequest, devise, grant, or gift.

In general, to exercise such other powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation, subject only to such limitations as are or may be prescribed by law, and these Articles of Incorporation.

ARTICLE III

MEMBERSHIP:

Section 1. Membership in the Friends is open to all members of the public interested in the purpose of the Friends.

Section 2. Membership in the Friends is set forth in the Bylaws.

ARTICLE IV

TERM OF EXISTENCE: The term of the Friends shall be perpetual.

ARTICLE V

BOARD OF DIRECTORS: The affairs of the Friends shall be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than six (6) Directors, and in the absence of such determination, shall consist of up to twenty-five (25) Directors.

The Directors of the Friends shall be elected as specified in the By-Laws.

Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

EXECUTIVE BOARD: The Executive Board shall consist of a President, Vice-President, Secretary, Treasurer, Education Chair, a Docent Chair and a member at-large to be chosen by the President. The purpose of the Executive Board shall be to act on behalf of the Board of Directors in situations requiring immediate attention or to expedite items for Board consideration.

ARTICLE VI

BYLAWS: The Bylaws of the Friends may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VII

AMENDMENTS: Amendments to these Articles shall be proposed and adopted in the following manner:

Section 1. Amendments to these Articles may be proposed by a majority of the Board of Directors.

Section 2. Notice of the proposed change to the Articles of Incorporation, as well as the current text of the Articles shall be sent in writing to each member of the Board of Directors a minimum of ten (10) days prior to the meeting at which such Article alteration is to be voted on.

Section 3. The Articles of Incorporation shall be amended by a two-thirds (2/3) vote of the members of the Board of Directors present or voting by proxy at any meeting regarding the amendment.

Section 4. An amendment shall become effective upon proper filing with the Secretary of State and recording a certified copy in the Public Records of Collier County, Florida, with the same formalities as required by law for recording an amendment to the Bylaws.

ARTICLE VIII

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Friends shall indemnify and hold harmless every Director, officer and volunteer of the Friends against all expenses and liabilities, including attorney's fees, actually and reasonably incurred by or imposed on him/her in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director, officer or volunteer of the Friends. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his/her actions or omissions to act were material to the cause adjudicated and involved:

- (1) Willful misconduct or a conscious disregard for the best interests of the Friends, in a proceeding by or in the right of the Friends to procure a judgment in its favor.
- (2) Violation of criminal law, unless the person seeking indemnification had no reasonable cause to believe his/her action was unlawful or had reasonable cause to believe his/her action was lawful.
- (3) A transaction from which the person seeking indemnification derived an improper personal benefit.
- (4) Recklessness, or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard for human rights, safety or property, in an action by or in the right of someone other than the association or a member.

In the event of a settlement, the right to indemnification is subject to the finding by at least a majority of the disinterested Directors that the settlement is in the best interest of the Friends. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled including rights under an Association Directors' and Officers' liability insurance policy, if any.

ARTICLE IX

DEDICATION OF ASSETS: The Corporation dedicates all assets which it may acquire to the purposes set forth in Article II hereof. In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapter 607 and 617, Florida statutes, the

Corporation shall distribute all its existing assets to be determined by the remaining Board members.

CERTIFICATE

The undersigned, being the duly elected and acting President of The Friends of Barefoot Beach Preserve, Inc. hereby certifies that the foregoing were approved and adopted by concurrence of two-thirds of those present at a meeting of the Board of Directors held on (month, day & year) Where a quorum was present, and ratified by the membership at a meeting also held on (month, day & year) which was called for the purpose of such amendment, after due notice, in accordance with the requirements of the Articles of Incorporation for their amendment, and that said vote was sufficient for their amendment. The foregoing both amend and restate the Articles of Incorporation in their entirety. The number of votes cast was sufficient for their amendment.

Executed this ____ day of _____, 2009.

The Friends of Barefoot Beach Preserve, Inc.

Margaret Winn, President
PO Box 564
Bonita Springs, Florida 34133

Attest:

Harold Saylor, Vice-President

STATE OF FLORIDA
COUNTY OF COLLIER

Subscribed to before me this ____ day of _____, 2009 by Margaret Winn, President, and Harold Saylor, Vice-President of The Friends of Barefoot Beach Preserve, Inc., a Florida corporation not-for-profit, on behalf of the corporation. They are personally known to me or did produce a driver's license as identification.

Signature of Notary Public

Print, type or stamp commissioned name of Notary Public & affix notarial seal)