

**ARTICLES OF INCORPORATION
OF
FLORIDA RECREATION AND PARK ASSOCIATION FOUNDATION, INC.**

**ARTICLE I
NAME AND LOCATION**

1. The official name of this organization shall be The Florida Recreation and Park Association Foundation, Inc., hereinafter referred to as the "Foundation".
2. The principal office of the Foundation is to be located in the City of Tallahassee, Leon County, Florida. The mailing address of the Foundation is 411 Office Plaza Drive, Tallahassee, Florida 32301-2756.

**ARTICLE II
DURATION**

The Foundation shall have perpetual existence.

**ARTICLE III
PURPOSE, GOALS AND POWERS**

1. The purpose for which this Foundation is formed is exclusively for education and charitable, and other similar non-profitable purposes, as contemplated by Section 501(c)(3) of the Internal Revenue Code of 1954 (any reference herein to any provision of such Code shall be deemed to mean provisions as now or hereafter existing, amended, supplemented, or superseded). More specifically, the purposes of the Foundation are:
 - a. to operate exclusively for charitable and educational purposes for the promotion of recreation, park and leisure services,
 - b. to educate the public as to the value of park lands, recreational and leisure services in the state of Florida,
 - c. to provide educational materials on park lands, recreational and leisure services to its membership and the general public,
 - d. to provide assistance and educational materials to federal, state and local agencies,
 - e. to provide assistance and educational materials and support to other non-profit organizations whose purposes include the promotion of park lands, recreational and leisure services in the state of Florida,
 - f. to provide a resource to its membership and to the general public, for information concerning the acquisition, development and protection of park lands,
 - g. to provide scholarships to qualified individuals for study in parks, recreation and leisure services, and

h. to seek, accept and own funds and other assets in order to carry out the purposes of the Foundation.

2. The Foundation shall have all the power necessary to carry out its purposes and goals, subject only to limitations provided by the Articles of Incorporation, by the By-Laws or by law. Such powers shall include without limitation:

- a. Control of its affairs.
- b. The designation of the time holding and manner of conducting meetings.
- c. The control of its members.
- d. The determination of time and manner of selection, qualifications, powers and duties of its officers and members of committees.
- e. The determination of what constitutes a vacancy in any office or committee and the manner of filling that vacancy.
- f. The adoption of such rules and regulations, not inconsistent with the laws, Articles of Incorporation and the By-Laws with the right from time to time to amend or repeal, as deemed necessary.

3. The Foundation shall not be operated for the purpose of carrying on a trade or unlawful activities under applicable federal, state or local laws. The Foundation shall not:

- a. Engage in any prohibited transactions as described in section 501 of the Internal Code.
- b. Accumulate income, invest income or divert income in a manner endangering its exempt status as described in Section 501 of the Internal Revenue Code.

4. No part of the assets or net earnings of the Foundation shall inure to the benefit of, or be distributable to, any member, director, or officer, of the Foundation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Foundation affecting one or more of its purposes), and no member, director, or officer of the Foundation, or any private individual shall be entitled to share in the distribution of any of the Foundation assets on dissolution of the Foundation. No substantial part of the activities of the Foundation shall be to attempt to influence legislation, and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

5. The Foundation may solicit and receive funds and property by gift, transfer, devise or bequest, and may administer and apply such funds and property only in the furtherance of the charitable and educational purposes set out in Section 1 above.

6. Upon dissolution of the Foundation, 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 Foundation for purposes such as stated in Section 1 above, or transfer such assets to such organizations organized and operated exclusively for charitable, educational, scientific, or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future

United States Internal Revenue Law), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by any court of competent jurisdiction in the city or county where the registered office of the Foundation is 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 IV MEMBERSHIP

The Foundation is a non-profit corporation and shall not have capital stock, but shall have members. For the purpose of voting and otherwise governing the affairs of the Foundation, the Foundation shall have only one class of members; however, for the non-governmental purposes of the Foundation the Board of Trustees may, by appropriate resolutions, designate several classifications of members. Each member shall have one vote on all matters affecting the Foundation. The members shall be the persons who, from time to time, contribute money or other property to the Foundation and meet other standards as may be fixed, from time to time, by the By-Laws of the Foundation.

ARTICLE V OFFICERS

1. The governing body of the Foundation shall be managed by the Board of Trustees.
 - a. The initial number of directors of the Foundation shall be no more than sixteen (16). The number of Trustees may be increased or decreased from time to time by amendment of the By-Laws.
 - b. The officers of the Board of Trustees shall be the President, President-Elect, Secretary/Treasurer, and Immediate Past President.
 - c. The officers of the Board of Trustees shall be elected by the Trustees at the annual meeting of the Foundation, and shall hold office until the next election of officers and until their successors are elected and installed.
 - d. The directors shall be initially elected by the FRPA's Board of Directors. Thereafter, members of the Board of Trustees shall be elected by the Trustees in office at the time of the election.

2. The names and addresses of the persons who are to serve as the initial Trustees are as follows:

Mark Abdo, 1501 Belcher Road, Suite 225, Clearwater, Florida 34625
Barbara Manzo, 3410 Palm Beach Boulevard, Fort Myers, Florida 33916
Steve Miller, Post Office Box 4748, Clearwater, Florida 34618-4748
Steve Person, 1350 W Broward Blvd, Fort Lauderdale, Florida 33312
Julia Recker, 320 E Monument Avenue, Kissimmee, Florida 34741
Walter Rothenbach, 6700 Clark Road, Sarasota, Florida 34241

3. An officer or Board member may be removed for caused by a two-thirds majority vote of the Board of Trustees after reasonable notice and full hearing before the Board.

ARTICLE VI
AMENDMENTS

1. Amendments to these Articles may be made at any time provided the amendments have been approved by the Board of Trustees. Approved amendments may be voted upon by those present at the Annual meeting or may be mailed and thirty (30) days from such mailing any amendments receiving a majority of the votes cast favoring their adoption shall be adopted. Any amendments approved under this provision shall go into effect upon certification of the results by the Board of Trustees, or in the absence of a Board of Trustees meeting the amendments shall be adopted sixty (60) days after the ballots are mailed to the membership.

ARTICLE VII
BY-LAWS

There shall be official By-Laws of the Foundation. Amendments to the By-Laws may be made at anytime provided the amendments have been approved by the Board of Trustees. Any amendments approved under this provision shall go into effect upon final action by the Board of Trustees, or at such later date as specified by the Board of Trustees.

ARTICLE VIII
REGISTERED AGENT

The initial registered office of the Foundation is to be located at 411 Office Plaza Drive, Tallahassee, Florida. The name of the initial registered agent is Eleanor Warmack, who is a resident of Florida, the Executive Director of the Florida Recreation and Park Association, Inc., and whose business office is the same as the registered office of the Foundation.

INCORPORATORS:

Mark Abdo, 1501 Belcher Road, Suite 225, Clearwater, Florida 34625
Barbara Manzo, 3410 Palm Beach Boulevard, Fort Myers, Florida 33916
Steve Miller, Post Office Box 4748, Clearwater, Florida 34618-4748
Steve Person, 1350 W Broward Blvd, Fort Lauderdale, Florida 33312
Julia Recker, 320 E Monument Avenue, Kissimmee, Florida 34741
Walter Rothenbach, 6700 Clark Road, Sarasota, Florida 34241
Eleanor Warmack, 411 Office Plaza Drive, Tallahassee, FL 32301-2756

The undersigned incorporator has executed these Articles of Incorporation this 2nd day of September, 1997.
