

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
RIVERS COALITION, INC.**

These Amended and Restated Articles of Incorporation of RIVERS COALITION, INC., a Florida not-for-profit corporation ("Corporation"), are being duly executed and filed to amend and restate the Corporation's original Articles of Incorporation which were filed on October 7, 2005. These Amended and Restated Articles of Incorporation are being filed in accordance with Chapter 617, Florida Statutes (2018), and the Corporation does hereby certify as follows:

**ARTICLE I
NAME**

The name of the corporation is RIVERS COALITION, INC.

**ARTICLE II
DEFINITIONS**

All terms used herein are to have the same meaning as said terms have in the Bylaws of the Corporation and any amendments thereto, subject to definitions set forth in Florida law.

**ARTICLE III
MAILING AND PRINCIPAL ADDRESS**

The mailing and principal address of the Corporation is:

Rivers Coalition
PO Box 2627
Stuart, FL 34995

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The Corporation's registered office and the registered agent at that address are as follows:

Lawrence E. Crary III	759 SW Federal Highway, Suite 106 Stuart, FL 34994
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**ARTICLE V
OBJECTS, PURPOSES AND POWERS**

Section 1. The general purposes for which this corporation is organized are to protect, defend and restore the St. Lucie River Estuary and the Indian River Lagoon, to make them safe, healthy and ecologically balanced: because they are natural resources that are vital to the economy and quality of life in Martin County and the Treasure Coast.

Section 2. The purposes of the Corporation are to engage solely and exclusively in scientific, educational, literary and charitable activities; to accumulate a fund to be used for the objects herein specified and for such purposes to receive, manage, take and hold real and personal property by gift, grant, devise or bequest, and to engage in any other activity which further these purposes or are ancillary or incident thereof, and to engage in other activities permitted for charitable organizations under the laws of the State of Florida, any other state and the United States.

Section 3. The purposes for which the Corporation is organized are exclusively charitable, scientific, literary, and educational activities within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law.

Section 4. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 the purposes set forth in this Article V hereto. No substantial part of the activities of the Corporation shall be in the carrying on of propaganda or otherwise attempting to influence legislation and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 5. Notwithstanding any other provision of these Amended and Restated 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 the corresponding provision of any future federal tax code; or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding provision of any future federal tax code.

Section 6. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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. Any such assets not so disposed of shall be disposed of by the State Court having jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 7. The Corporation shall have the power to do all things necessary and proper to carry out and accomplish the above objects and purposes and of such other objects and purposes as are deemed necessary or proper by its Directors. The Corporation shall have all of the powers of a corporation not-for-profit organized and existing under the laws of the State of Florida, and all the powers reasonably necessary to implement the powers of the Corporation.

ARTICLE VI
MEMBERS

There shall be two (2) classes of members in the corporation: Voting Members who shall be those persons who are elected to and serve as members of the Board of Directors of the Corporation; and Non-Voting ("Associate Members"), who shall be those persons, organizations or entities who apply to and are accepted by the Board of Directors as Associate Members of the Corporation. Voting Members shall have voting rights as members of the Corporation. Associate Members shall not have voting rights.

ARTICLE VII
TERM

The Corporation shall exist perpetually.

ARTICLE VIII
BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by or under the direction of its Board of Directors consisting of not less than three (3) and not more than fifteen (15) Directors. The Board of Directors shall be elected by the Voting Members as provided in the Bylaws of the Corporation. The names and addresses of the current Board of Directors who shall hold office and serve until their successors are elected or appointed, are as follows:

<u>Name</u>	<u>Address</u>
(NEW BOARD)	
Charles Grande	
Kenny Hinkle	
Darrell Brand	
Todd Weissing	
Mark Perry	
Blair Wickstrom	
Mike Conner	
Jacqui Thurlow-Lippisch	
Ted Guy	
Chris Maroney	
George Jones	
Jim Moir	

ARTICLE IX
OFFICERS

The officers of the Corporation shall consist of a President, Vice President, Secretary and Treasurer. The officers of the Corporation shall be elected by the Board of Directors of the Corporation in accordance with the provisions of the Bylaws of the Corporation. Except that the President and Secretary cannot be the same person any two (2) or more offices may be held by the same person. The current elected or appointed officers are:

(NEW OFFICERS)

President:

Vice President:

Secretary:

Treasurer:

ARTICLE X
INDEMNIFICATION

Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed by him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the Corporation, or any settlement thereof, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

ARTICLE XI
AMENDMENT OF ARTICLES

These Amended and Restated Articles may be amended by an affirmative vote of a two-thirds (2/3rds) majority of the Voting Members of the Corporation.

ARTICLE XII
BYLAWS

The Corporation shall adopt Bylaws governing the conduct of the affairs of the Corporation. The Bylaws shall be altered, amended, or rescinded as provided in the Bylaws by the affirmative vote of a two-thirds (2/3rds) majority vote of the Voting Members of the Corporation.

ARTICLE XIII
EFFECT

These Amended and Restated Articles of Incorporation shall supersede and replace all previous Articles of Incorporation of the Corporation and all previous amendments thereto, if any.

IN WITNESS WHEREOF, the undersigned President of the Corporation has executed these Amended and Restated Articles of Incorporation, this _____ day of _____, 2018.

, President

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me, by _____ as President of RIVERS COALITION, INC., a Florida corporation, on behalf of the corporation, who (PLEASE CHECK ONE OF THE FOLLOWING) is personally known to me or has produced _____ (TYPE OF IDENTIFICATION) as identification and who (PLEASE CHECK ONE OF THE FOLLOWING) did or did not take an oath. He subscribed the above Amended and Restated Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal this ____ day of _____, 2018.

(SEAL)

NOTARY PUBLIC

Printed Name: _____

My Commission Expires: _____

ACKNOWLEDGMENT AND ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for RIVERS COALITION, INC., the above-stated Corporation, at the place (i.e., registered office) designated in the Amended and Restated Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said place (registered office).

Lawrence E. Crary III
Registered Agent