

"EXHIBIT A"

ARTICLES OF INCORPORATION OF  
FRIENDS OF ANASTASIA STATE RECREATION AREA, INC.  
(a corporation not for profit)

FILED  
00 JAN 25 PM 5:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WE, the undersigned, with other persons being desirous of forming a corporation for charitable and educational purposes under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I

Corporate Name

The name of this corporation is FRIENDS OF ANASTASIA STATE RECREATION AREA, INC.

ARTICLE II

The initial street address and mailing address of the initial principal office is 1340A A1A South, St. Augustine, FL 32084.

ARTICLE III

Purposes

This is a non-profit corporation organized exclusively for public charitable and educational purposes under Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code. Specifically this non-profit corporation is organized to function as a citizen support organization for Anastasia State Recreation Area located at St. Augustine , St. Johns County, Florida, in order to generate and employ additional resources and support for and in the best interest of the site through events and activities, including, but not necessarily limited to the following: work for the preservation, protection, and interpretation of Anastasia State Recreation Area for present and future generations, special work projects, special programs, special events, outreach programs, educational activities and communications, special exhibits, interpretive programs, fund raising activities and

events, and guided tours as well as those activities or events which are designed to meet any additional needs of the FRIENDS OF ANASTASIA STATE RECREATION AREA, INC.

#### ARTICLE IV

##### Duration

This corporation shall exist perpetually from the date it is filed with the Department of State, unless sooner dissolved voluntarily or by law.

#### ARTICLE V

##### Management of Corporate Affairs

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The Board of Directors shall be elected as set forth in the By-Laws of the Corporation. The initial number of directors of this Corporation shall be nine (9), provided however, that such number may be changed by a majority vote of the membership. The directors hereinafter named shall hold office until the first annual meeting. The names and addresses of such initial directors are as follows:

#### ARTICLE VI

##### Resident Agent and Office

The street address of the initial registered office is 1340A A1A South, St. Augustine, FL 32084 and the name of the initial registered agent at such address is **Paul Williamson**.

#### ARTICLE VII

##### Membership

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 as may be provided from time to time in the By-Laws of the Corporation.

## ARTICLE VIII

### Amendment of By-Laws

By-Laws of this Corporation may be made, altered, rescinded or added to by a majority vote of the Membership present and entitled to vote thereon at any duly called membership meeting of the Corporation upon 30 days notice of the proposed amendments.

## ARTICLE IX

### Amendments of Articles

Amendments to these Articles of Incorporation may be made by a majority vote of the Membership present and entitled to vote thereon at any duly called membership meeting of the Corporation.

## ARTICLE X

### Dedication of Assets

The property of this Corporation is irrevocably dedicated to educational and charitable purposes as set forth above, and no part of the net income or assets of this corporation shall ever enure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

## ARTICLE XI

### Earnings and Activities of Corporation

(a) 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 Article III 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 participate

in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(d) Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of this Corporation.

## ARTICLE XII

### Distribution of Assets

Upon dissolution of the Corporation, the Board of Directors 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 Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent 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 such Court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE XIII

The names and residence addresses of the Subscribers of this Corporation are as follows:

The undersigned incorporator has executed these Articles of Incorporation this **December 2, 1999.**

Gail Compton  
P.O. Box 1916  
St. Augustine, FL 32085

Mike Lanza  
St. Augustine Family YMCA  
500 Pope Road  
St. Augustine, FL 32084

Betty Riggan  
P.O. Box 4430  
St. Augustine, FL 32085

Becky Yanni  
38 Lee Drive  
St. Augustine, FL 32084

Paul K. Williamson  
One Riberia Street  
St. Augustine, FL 32084

  
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Betty Riggan, Secretary

CERTIFICATE DESIGNATING AGENT UPON WHOM PROCESS MAY BE SERVED  
AND THE PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA

In pursuance of Section 48.091 and Section 607.034 (3), Florida Statutes, the following is submitted in compliance with said sections:

FRIENDS OF ANASTASIA STATE RECREATION AREA, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at St. Augustine, County of St. Johns and the State of Florida, has named Paul K. Williamson as its registered agent to accept service of process within this state, who is located at 1340A A1A South, St. Augustine, FL 32085.

Having been named as the registered agent for the above Corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provisions of said sections relative to keeping open the registered office.



Registered Agent

**FILED**  
00 JAN 25 PM 5:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA