

**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any provision of such Code shall be deemed to mean provisions as now or hereafter existing, amended, supplemented, or superseded).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 provide scholarships to qualified individuals for study in parks, recreation and leisure services,
 - c. to support professional development and education of leisure professionals, students, and citizen advocates,
 - d. to support the mission of the Florida Recreation and Park Association, and
 - e. 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, schedule and manner of conducting meetings.
- c. The determination of time and manner of selection, qualifications, powers and duties of its officers and members of committees.
- d. The determination of what constitutes a vacancy in any office or committee and the manner of filling that vacancy.
- e. 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 assets, invest or divert assets 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 Trustee 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 Trustee 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.

5. 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.

6. 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.

7. 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) 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 DONORS

The Foundation is a non-profit corporation and shall have donors.

ARTICLE V OFFICERS

1. The Foundation shall be managed by the Board of Trustees.
 - a. The initial number of Trustees 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 and shall hold office until the next election of Officers and until their successors are elected and installed.
 - d. The Trustees 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 Trustee may be removed for cause 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. Any amendments approved under this provision shall go into effect upon certification of the results by the Board of Trustees.

ARTICLE VII
BY-LAWS

There shall be official By-Laws of the Foundation. Amendments to the By-Laws may be made at any time 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.

**BY-LAWS
OF
THE FLORIDA RECREATION AND PARK ASSOCIATION FOUNDATION, INC.**

**ARTICLE I
NAME AND PURPOSES**

The name of this Foundation shall be the "Florida Recreation and Park Association Foundation, Inc.," hereinafter referred to as "Foundation". The form of organization shall be that of a not-for-profit foundation, incorporated under the laws of the state of Florida.

The purposes for which the Foundation is organized are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

To the extent resources are available all materials shall be available to the interested public and to representatives of government for their use and edification.

No part of the assets or net earnings of the Foundation shall inure to the benefit of, or be distributable to, any Trustee or Officer of the Foundation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Trustee 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 Foundation shall not participate in or intervene in (including publication or distribution of statements) any political campaign on behalf of any candidate for public office.

**ARTICLE II
PRINCIPAL OFFICE AND REGISTERED AGENT**

The Foundation shall have its principal office in Florida at the headquarters of the Florida Recreation and Park Association and may conduct its activities at any place in Florida.

The Foundation shall have in Florida at all times a registered agent authorized to accept services of process for the Foundation; and notice served upon or mailed to such agent at such business address, shall be deemed service upon or notice to the Foundation.

**ARTICLE III
DONORS**

Donors to the Foundation shall be acknowledged by a receipt or appropriate certificate.

ARTICLE IV
OFFICERS

1. The Officers of the Foundation shall be the President, President-Elect, Secretary/Treasurer, and Immediate Past President. The President-Elect shall serve a two year term in that position, and shall automatically succeed to the office of President. The President shall serve a two year term in that position, and shall automatically succeed to the office of Past President for a two year term. The Secretary/Treasurer may serve no more than two consecutive two year terms.

2. The Officers of the Foundation will be elected by the Trustees of the Foundation. Said election shall occur bi-annually.

3. The Executive Director of the Florida Recreation and Park Association, Inc. shall be the Executive Director of the Foundation. The Executive Director shall be responsible for all management functions and shall manage and direct all activities of the Foundation as prescribed by the Board of Trustees and shall be responsible to the Board.

4. The President of the Board of Trustees shall preside at all meetings of the Board of Trustees. The President shall see that all orders and resolutions of the Board of Trustees are carried into effect. The President may execute all contracts, deeds, certificates, bonds, and other obligations authorized by the Board, and sign records or certificates required by law or by orders of the Board of Trustees. The President shall have the power to appoint ad hoc committees. The President shall perform such other duties as may from time to time be prescribed by or designated at the discretion of the Board of Trustees.

5. The President-Elect shall assume the duties of the President, if for any reason the President cannot fulfill those duties. Assumption of such duties or office by the President-Elect, whether permanent or temporary, does not impair the right of the President-Elect to succeed to the office of President for a full term following expiration of the term for which the President-Elect was elected. In the event the office of President-Elect becomes vacant during the year, such vacancy shall be filled by appointment of the President until a regular election takes place.

6. The Secretary/Treasurer shall attend all meetings of the Board of Trustees, and shall record the official minutes of such meetings. They shall assure that all official notices and papers brought before the Board of Trustees for action or ordered on file, as well as all contracts, deeds, insurance policies, leases, records and evidence of title to real estate and other properties owned, held or controlled by the Foundation shall be maintained in the permanent records of the Foundation. They shall assure that monies are deposited into the accounts of the Foundation and paid from the accounts of the Foundation as directed by the Board of Trustees either directly or by approval of an annual budget. They shall prepare a financial report for each meeting of the Board of Trustees and as otherwise requested by the Board of Trustees.

7. The Past President shall be an Officer of the Board of Trustees with all voting and other rights of a Trustee. In the absence of the President and President-Elect, the Past President shall preside at meetings of the Trustees.

ARTICLE V TRUSTEES

1. The President shall appoint, with the approval of the Board of Trustees, a Nominating Committee which shall consist of no less than three (3) members chosen from among the list of current or former Trustees of the Foundation, of whom no more than two (2) can be Past Presidents of the Foundation, but one (1) of whom shall have served on the Nominating Committee the previous year. The recommendations of the Nominating Committee shall be provided to the Board of Trustees for approval.

The affairs of the Foundation shall be governed by a Board of Trustees of no more than nine (9) members. Members of the Board of Trustees shall be elected by the Trustees in office at the time of the election.

2. No more than three Trustees shall rotate off the Board each year, with all Trustees being elected for three year terms, but being eligible for re-election for no more than four (4) consecutive terms. To be elected, a Trustee must receive a simple majority of the votes cast.

3. In the event a Trustee vacancy occurs, it shall be filled by the Board of Trustees at the next regularly scheduled meeting for the remainder of the term.

4. Trustees shall serve as such without salary or other compensation, but, by resolution of the Board of Trustees, may be allowed expenses for attended meetings. Nothing herein contained shall be construed to preclude any Trustee from serving the Foundation or the Florida Recreation and Park Association in another capacity for which compensation is appropriate.

ARTICLE VI MEETINGS

1. Meetings of the Board of Trustees may occur at such times and at such places as the Board of Trustees deem appropriate. The President may call a special meeting; said notice need not contain any statement of the business to be transacted except where the meeting is called to consider or vote on amendments to the Articles of Incorporation or the By-Laws.

2. A quorum of the Board of Trustees shall be a simple majority of the Board.

ARTICLE VII
MISCELLANEOUS

1. The Corporate seal shall be circular in form and shall contain the name of the Foundation, the year of its creation and the words, "CORPORATE SEAL, STATE OF FLORIDA". Said seal may be used by causing it or a facsimile thereof to be impressed, or affixed or reproduced otherwise.
2. The fiscal year of the Foundation shall be January 1 through December 31.
3. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation shall be signed by such Officer or Officers, agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the Board of Trustees.

ARTICLE VIII
AMENDMENTS

The Trustees, by the affirmative vote of a two-thirds majority thereof, may at any meeting, provided the substance of the proposed amendment shall have been stated in the meeting notice, amend or alter any of these By-Laws provided notice of such amendments shall have been provided members of the Board of Trustees at least thirty (30) days in advance of such meeting.

ARTICLE IX
INDEMNIFICATION OF OFFICERS, MEMBERS OF THE BOARD OF Trustees AND EMPLOYEES

Every Officer, Trustee, or employee of the Foundation, hereinafter referred to as an indemnified individual, shall be indemnified by the Foundation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such indemnified individual in connection with any proceeding to which such indemnified individual may become involved, by reason of such indemnified individual being or having been a member of the Board of Trustees, officer or employee of the Foundation, or any settlement thereof, whether or not such indemnified individual is an officer, member of the Board of Trustees, or employee of the Foundation at the time such expenses are incurred, except in such cases wherein the indemnified individual is adjudged guilty of willful misfeasance or malfeasance in the performance of the duties of the office. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board of Trustees approves such settlement and reimbursement as being for the best interest of the Foundation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such indemnified individual may be entitled.