

**APPLICATION FORM
REZONING REQUEST (RZON)
INDIAN RIVER COUNTY**

Each application must be complete when submitted and must include all required attachments. An incomplete application will not be processed and will be returned to the applicant.

Assigned Project Number: RZON <u>626-202505001-98048</u>			
	Current Owner	Applicant (Contract Purchaser)	Agent
Name:	Indian River Land Trust	same	
Complete Mailing Address:	3150 Cardinal Drive, Ste 201, Vero Beach		
Phone #: (including area code)	772-794-0701		
Fax #: (including area code)			
E-Mail:	kgrudens@irlt.org		
Contact Person:	Ken Grudens, Executive Director		
Signature of Owner or Agent: <u>Maryann Sterni</u> <u>4/15/25</u>			
Property Information			
Site Address: Unassigned			
Site Tax Parcel I.D. #s: <u>31382500000500000005.0</u>			
Subdivision Name, Unit Number, Block and Lot Number (if applicable) n/a			
Existing Zoning District: A-1	Existing Land Use Designation: R		
Requested Zoning District: Con-3			
Total (gross) Acreage of Parcel: 36 acres	Acreage (net) to be Rezoned: 36 acres		
Existing Use on Site: vacant land			
Proposed Use on Site:	Public hiking trails, picnic pavilion, a wildlife overlook. Habitat restoration and removal of invasive species.		
THE APPLICANT MUST ATTEND A PRE-APPLICATION CONFERENCE WITH LONG-RANGE PLANNING SECTION STAFF PRIOR TO APPLYING IN ORDER TO RESOLVE OR AVOID PROBLEMS CONNECTED WITH THE REZONING REQUEST.			

REZONING APPLICATION CHECKLIST

Please attach the following items to this application. Do not ignore any of the items. Indicate "N/A" if an item is not applicable.

ITEMS	Applicant's Checklist	Staff Checklist
1. Fee: \$3,000.00	✓	✓
2. Completed Rezoning Application Form (front page)	✓	✓
3. Letter of Authorization from Current Owner(s) OR Current Owner is Applicant	✓	✓
4. Verified statement (separate letter) naming every individual or entity having legal or equitable ownership in the property	See By-Laws + IRLT resolution	✓
5. One (1) Copy of the <u>current</u> Owner's Deed	✓	✓
6. A Current Owner's Title Policy OR A Certificate of Title from a Title Company OR An attorney's written opinion evidencing fee ownership of the property.	✓	✓
7. A justification of change statement and detailed intended use	✓	✓
8. One (1) SEALED boundary survey of the area to be rezoned. The boundary survey shall include, but not be limited to the following: <input type="checkbox"/> a legal description of the land to be rezoned <input type="checkbox"/> the size of the land to be rezoned <input type="checkbox"/> the public road right-of-way width of adjacent roads; and <input type="checkbox"/> a north arrow	✓	✓
9. Electronic version (MS Word is preferable) of the legal description	✓	✓
10. Provide a digital map file of the boundary Survey provided in Item 8 above in either AutoCAD (.dwg) or Esri Shape file (.shp) format.	Will email if available	✓
11. Copy of Approved Concurrency Certificate OR Copy of filed application for Concurrency Certificate, including traffic study, if applicable	N/A	✓

NOTE: ITEMS 2-6 MUST INDICATE THE SAME OWNERSHIP OF THE SUBJECT PROPERTY.

Revised: September 19, 2022



Indian River Land Trust, Inc.
Resolution

April 10, 2025

The Board of Directors of the Indian River Land Trust, Inc. (IRLT) hereby authorizes the following individual to sign any and all documents on IRLT's behalf for making application to Indian River County for a rezoning request and land use designation amendment:

<u>Name</u>	<u>Title</u>	<u>Signature</u>
Margaret Steiner	Board Chair	<u>Margaret Steiner</u>

Secretary's Certificate

I hereby certify that I am the Secretary of the Indian River Land Trust, Inc., a not-for-profit corporation organized and existing pursuant to the laws of the State of Florida, and having its principal place of business at 3150 Cardinal Drive, Suite 201, Vero Beach, FL 32963 ("Corporation"). I further resolve that the foregoing Resolution was duly adopted by unanimous vote of the Board of Directors at a meeting thereof held on April 10, 2025.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this 11th day of April, 2025.

David A. Smith
David A. Smith, Secretary



AMENDED AND RESTATED BY-LAWS OF INDIAN RIVER LAND TRUST, INC.

**REVISED MARCH 12, 2015
AMENDED JANUARY 16, 2020
AMENDED APRIL 8, 2021
AMENDED NOVEMBER 3, 2022**

AMENDED AND RESTATED BY-LAWS OF INDIAN RIVER LAND TRUST, INC.

Amended November 3, 2022

ARTICLE 1: NAME

The name of this Corporation is Indian River Land Trust, Inc. The Corporation is referred to herein as "IRLT."

ARTICLE 2: STATEMENT OF PURPOSE

The purpose for which Indian River Land Trust, Inc. is organized is exclusively charitable, scientific, and/or educational, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, including, but not limited to, the following particular purposes: To promote the preservation, conservation, and improvement of natural resources and special places in Indian River County, Florida, for the benefit of the general public and future generations. Generally, IRLT will engage in the acquisition, disposition and management of land; education; research; cooperative activities with entities having related objectives; and other undertakings which advance and promote its conservation mission.

ARTICLE 3: MEMBERSHIP

Membership is available to any individual, business, or other legal entity willing to support the purposes of IRLT. All members are required to make a minimum annual contribution, and members shall be considered to be in good standing when their annual contribution has been made. The amount of membership contributions shall be established by the Board of Directors and is subject to change from time to time. Membership is not transferable or assignable.

ARTICLE 4: BOARD OF DIRECTORS

4.1. General Powers. The business activities and affairs, including all real property transactions, of IRLT shall be managed by a Board of Directors, also referred to herein as "the Board." Primary functions of the Board shall include policymaking and sound resource management, and the Board shall exercise final authority over all organizational statements and policies. The Board may employ an Executive Director who shall implement the business activities and affairs of IRLT within the parameters of the policies, goals, and priorities established by the Board. The Board may adopt such rules and regulations for the conduct of its meetings and the management of IRLT as it deems appropriate.

5.2. Number and Qualifications of Directors. The number of Directors which shall constitute the Board shall consist of no more than twenty-five (25) and no less than five (5) Directors.

Nominees to the Board must be members in good standing and at least eighteen (18) years of age. Continued membership is required of Directors during their term(s) on the Board.

4.3 Nomination of Directors. At least 45 days prior to the annual meeting of the Board, the Chair of the Board Membership Committee shall notify each Director that nominations will be accepted by the Committee within a specified time frame. After the time for submitting nominations has expired, the Committee shall screen each nominee's qualifications and thereafter prepare a slate of selected nominees for each Board position. Composition of the slate shall be determined by a majority vote of the Committee members.

The Chair of the Board Membership Committee shall provide each Director with a copy of the slate at least fourteen (14) days before the annual meeting of the Board. The slate shall indicate for each Director position to be filled the date of the end of the term, the individual(s) nominated for that position, and their qualifications. Members of IRLT not included in the slate may be nominated by a written petition signed by at least five (5) Directors and presented to the Chairman of the Board at least ten (10) days prior to the election. These nominations shall be considered candidates in the election.

4.4 Election and Terms of Directors. As a general rule, each Director shall serve as an Advisor for at least a one-year period before being eligible for election as a Director, but exceptions to the rule may be made on a case-by-case basis. Directors shall be elected by a majority vote at the annual meeting of the Board of Directors, and the Directors shall vote by written ballot to accept or reject each nominee. If the election of Directors is not held at such meeting, such election shall be held as soon thereafter as conveniently possible.

Each Director shall serve for a term of three (3) years, and hold office until his/her successor has been installed or until his/her earlier resignation, removal from office, or death. No Director shall serve for more than two (2) consecutive terms or six (6) years, whichever is longer. Having served two (2) consecutive terms, a former Director who wishes to serve again must remain off the Board until the next annual meeting of the Board or eleven (11) months, whichever is longer, to once again be eligible for election or appointment to the Board. Notwithstanding the foregoing, the term of the Board Chairman, Vice Chairman, Treasurer, and Secretary may each be extended only one (1) additional year by a majority vote of the Board of Directors to allow for the continued service of these Officers in their respective positions to better prepare for succession of said positions in the coming year. If an individual is elected to fill less than one (1) year of an unexpired Director's term, that individual may be allowed to serve two (2) additional three (3) year terms after their initial appointment.

4.5 Vacancies. When a vacancy on the Board exists, the Board may elect a member of the IRLT to serve as a Director for the unexpired term.

4.6 Resignation. Any Director may resign by providing written notice to the Board of Directors or Chairman of the Board. Such resignation shall take effect on the date the notice is received or at any later date specified in the notice. Provided however, the Board in its discretion may decline any deferred resignation period. In such an event, the resignation shall

take effect immediately. Unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

4.7 Removal. Any Director may be removed without cause from the Board at any time by a vote of two-thirds (2/3) of the Directors then in office. Such action shall be taken at a regular meeting or special meeting of the Board called for such purpose. All Directors shall receive notification of a proposed removal at least then (10) days before the meeting during which the issue will be decided. The Director whose removal has been proposed shall be entitled to address the Board before the deciding vote.

4.8 Conflict of Interest. IRLT has adopted a Conflict of Interest Policy which is incorporated herein by reference.

4.9 Compensation. Directors shall not be compensated for goods or services provided to IRLT during their term(s), except to be reimbursed for direct, out-of-pocket expenses incurred during the conduct of tasks directed and approved by the Board, or for serving IRLT in another capacity and receiving reasonable compensation therefor.

ARTICLE 5: ADVISORS

5.1 Number, Qualifications, and Purpose. There shall be no more than twenty (20) and no less than five (5) members who serve in an advisory capacity to the Board. Advisors must be members in good standing and at least eighteen (18) years of age. Advisors shall generally have no voting rights, except that they may be voting members of any standing or ad hoc committee on which they serve.

5.2 Nomination of Advisors. At least 45 days prior to the annual meeting of the Board, the Chair of the Board Membership Committee shall notify each Director that nominations will be accepted by the Committee within a specified time frame. After the time for submitting nominations has expired, the Committee shall screen each nominee's qualifications and thereafter prepare a slate of selected nominees for each Advisor's position. Composition of the slate shall be determined by a majority vote of the Committee members.

The Chair shall provide each Director with a copy of the slate of nominees at least fourteen (14) days prior to the annual meeting of the Board. The slate shall indicate for each Advisor position to be filled the date of the end of the term, the individual(s) nominated for that position, and their qualifications. Members of IRLT not included in the slate may be nominated by a written petition signed by at least five (5) Directors and presented to the Chairman of the Board at least ten (10) days prior to the election. These nominations shall be considered candidates in the election.

5.3 Election and Terms of Advisors. Advisors shall be elected by a majority vote at the annual meeting of the Board of Directors, and the Directors shall vote by written ballot to accept or reject each nominee. If the election of Advisors is not held at such meeting, such election

shall be held as soon thereafter as conveniently possible. Each Advisor shall serve a term of two (2) years. No Advisor shall serve for more than three (3) consecutive terms or six (6) years, whichever is longer. If an individual is appointed to serve less than one year of an unexpired Advisor's term, that individual may be allowed to serve three (3) additional consecutive two (2) year terms after the initial appointment. The terms of Advisors shall be staggered such that no more than one-half (1/2) of the Advisors are replaced in a single annual election.

5.4 Resignation and Removal. Resignation and removal of Advisors shall be as set forth in sections 4.6 and 4.7 of these By-Laws.

5.5 Vacancies. When a vacancy occurs, the Executive Committee may appoint a current member of the IRLT in good standing to serve as an Advisor for the unexpired term.

5.6 Attendance at Meetings of the Board of Directors. Advisors shall be invited to attend, and shall receive notice of, all regular meetings of the Board of Directors. Advisors also shall be invited to attend, and shall receive notice of, the annual meeting of the Board. Notice of the meetings shall be as described in Article 6 of these By-Laws.

5.7 Compensation. Advisors shall not be compensated for goods or services provided to IRLT during their term(s), except to be reimbursed for direct, out-of-pocket expenses incurred during the conduct of tasks directed and approved by the Board, or for serving IRLT in another capacity and receiving reasonable compensation therefor.

ARTICLE 6: MEETINGS OF THE BOARD OF DIRECTORS

6.1 Board Meetings. No fewer than five (5) regular meetings of the Board shall be held during each fiscal year to perform any appropriate business of the organization. One such meeting shall be designated for the purpose of electing new Directors, Officers and Advisors. Meetings shall be held at times and places specified by the Board.

6.2. Special Meetings. Special meetings of the Board may be called by the Chairman. In addition, upon the written request of at least one-fourth (1/4) of the Directors, the Chairman shall call a special meeting to address issues raised by the parties requesting same.

6.3 Notice. Notice of all Board meetings shall be mailed or provided digitally to Directors and Advisors at least seven (7) days before the meeting. In general, the notice should include the following:

- (a) The place, date and hour of the meeting.
- (b) Minutes of the last meeting, if not already distributed.
- (c) An agenda for the meeting.
- (d) Material relevant to matters subject to Board consideration and voting at the meeting.

In the event the Board must meet to conduct urgent business and written notice as described above is not feasible, a reasonable attempt shall be made to reach all Directors to inform them of the place, date, hour and purpose of the meeting.

6.4 Quorum. A majority of the Directors shall constitute a quorum.

6.5 Voting. A majority of votes cast shall decide all matters placed before the Board unless otherwise specified by these By Laws or as stipulated in policies and procedures adopted by the Board of Directors. The Chairman of the Board shall not vote except to break a tie vote of the Directors.

6.6 Conduct of Meetings. The Chairman shall preside over meetings of the Board of Directors. In his/her absence, the Vice Chairman shall preside. In the Vice Chairman's absence, the Board shall select a chairman at the meeting. The Secretary shall act as secretary of the meeting, but in his/her absence the Chairman of the meeting may appoint any person to act as secretary of the meeting.

ARTICLE 7 OFFICERS

7.1 Officers. The Officers of IRLT shall be a Chairman, a Vice Chairman, a Secretary, and a Treasurer. Any two or more offices may be held by the same person, except the offices of Chairman and Secretary. The Officers shall be duly elected or appointed Directors and members in good standing.

7.2 Nomination and Election. At least 45 days prior to the annual meeting of the Board, the Chair of the Board Membership Committee shall notify each Director that nominations will be accepted by the Committee within a specified time frame. After the time for submitting nominations has expired, the Board Membership Committee shall screen each nominee's qualifications and thereafter prepare a slate of selected nominees for each Officer's position. Composition of the slate shall be determined by a majority vote of the Committee members.

The Chair of the Board Membership Committee shall provide each Director with a copy of the slate at least fourteen (14) days before the annual meeting of the Board. The slate shall indicate for each Officer position to be filled the individual(s) nominated for that position, and their qualifications. Any Director in good standing not included in the slate may be nominated by a written petition signed by at least five (5) Directors and presented to the Chairman of the Board at least ten (10) days prior to the election. These nominations shall be considered candidates in the election.

Officers shall be elected by a majority vote at the annual meeting of the Board of Directors, and the Directors shall vote by written ballot to accept or reject each nominee. If the election of Officers is not held at such meeting, such election shall be held as soon thereafter as conveniently possible.

7.3 Term of Office. The term of office of each Officer shall commence upon his/her election or appointment and shall continue until the next annual meeting of IRLT, and thereafter until his/her respective successors are chosen or until his/her resignation or removal.

7.4 Resignation and Removal. An Officer may resign by written notice to IRLT. The resignation shall be effective upon its receipt or at a subsequent time specified in the notice of

resignation. Provided, however, the Board in its discretion may decline any deferred resignation period. In such an event, the resignation shall take effect immediately. The Directors shall have the power to fill any vacancies in any offices occurring for whatever reason, and Directors shall vote by written ballot to fill any vacancy. Any Officer elected by the Board of Directors may be removed by the Board of Directors whenever, in the judgment of the Board, the best interests of IRLT would be served thereby.

7.5 Chairman. The Chairman shall preside over the meetings of the Board of Directors. He or she shall see that the policies, appointments, and directives of the Board of Directors and the Executive Committee are carried into effect, except in those instances in which responsibility is assigned to some other person by the Board; and, in general, he/she shall discharge all duties incident to the office of Chairman, and such other duties as may be prescribed by the Board. The Chairman shall be an ex officio member of all IRLT committees, voting only to break a tie. The Chairman of the Board shall appoint the Chairs of all committees unless otherwise provided in these By-Laws or by Board resolution creating a committee.

7.6 Vice Chairman. The Vice Chairman shall, in the absence or disability of the Chairman, perform the duties and exercise the powers of the Chairman and shall perform such other duties as the Board of Directors shall prescribe. The Vice Chairman shall serve as the Chair of the Governance Committee.

7.7 Secretary. The Secretary shall attend all meetings of the Board of Directors and Executive Committee and record, or cause to be recorded, all votes and the minutes of all proceedings in books to be kept for that purpose. He/she shall give, or cause to be given, notice of all meetings of the Directors for which notice is required, and shall perform such other duties as may be prescribed by the Board of Directors or by the Chairman, under whose supervision he/she shall act. He/she may execute with the Chairman or Vice Chairman all authorized instruments of conveyance, agreements, or other documents on behalf of IRLT as provided in Article 15 of these By-Laws.

7.8 Treasurer. The Treasurer shall have responsibility for the funds of IRLT and shall ensure that full and accurate accounts of receipts and disbursements are kept and shall oversee the deposit of all monies and other valuable effects in the name and to the credit of IRLT. The Treasurer shall serve as the Chair of the Finance Committee. He/she may execute with the Chairman or Vice Chairman all authorized instruments of conveyance, agreements, or other documents on behalf of IRLT as provided in Article 15 of these By-Laws. Given the unique qualities a Treasurer must possess in order to fulfill this position, if the Board Membership Committee determines there are not any willing candidates for the Office of Treasurer from current Advisors or Directors, it may nominate one or more candidates from outside of the organization for Treasurer and Director to serve for one year.

ARTICLE 8 COMMITTEES

8.1 Committees and Members. The Board of Directors may form, direct and dissolve committees as required to complete the work of IRLT. The Board of Directors, by resolution adopted by a majority of the Directors, may designate an Executive Committee and one or more

other committees, including ad hoc committees, each of which shall consist of two or more Directors. Advisors may serve on any committee other than the Executive Committee.

8.2 Term of Office. Unless otherwise specified in these By-Laws, each member of a committee shall be appointed by the Chairman of the Board, subject to approval by the Board of Directors, and shall continue as such until his/her successor is appointed, unless the committee shall be sooner terminated, or unless such member resigns or is removed from such committee, or unless such member shall cease to qualify as a member thereof.

8.3 Chair. One member of a committee who is also a Director shall be appointed Chair of the committee by the Chairman of the Board unless otherwise provided in these By-Laws. The Chair of a committee shall not vote except to break a tie vote.

8.4 Vacancies. Vacancies in the membership of any committee may be filled by appointments made by the Chairman of the Board.

8.5 Quorum. Unless otherwise specified by the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

8.6 Notice. Notice of committee meetings shall be provided to each committee member at least seven (7) days beforehand. In the event the committee must meet to conduct urgent business and written notice as described above is not feasible, a reasonable attempt shall be made to reach all members to inform them of the place, date, hour and purpose of the meeting.

8.7 Executive Committee. The Executive Committee shall consist of the Chairman, Vice-Chairman, Secretary, and Treasurer of the Board of Directors plus the Chairs of the Land Acquisition Committee, Land Stewardship Committee, Board Membership Committee, Marketing and Fundraising Committee and Advocacy Committee, one (1) at-large member appointed by the Chairman from the Board of Directors, and one (1) at-large member elected by the Board from the Board membership. Nomination and election of at-large members drawn from the Board membership shall be as described in section 7.2 of these By-Laws. The at-large members may serve a term of not more than two (2) consecutive years.

The Chairman of the Board shall preside over all meetings of the Executive Committee. In his/her absence, the Vice Chairman shall preside. In the Vice Chairman's absence, the Committee shall select a chairman at the meeting.

The Executive Committee shall be vested with and exercise the authority to act on Board matters which, in the judgment of the Chairman, require prompt attention between regular meetings of the Board, except that the Executive Committee may not:

- (a) Approve actions or proposals required to be approved by the Board of Directors.
- (b) Fill vacancies on the Board of Directors.
- (c) Adopt, amend, or repeal By-Laws.

(d) Authorize disbursement of more than fifteen thousand dollars (\$15,000) for payment of an unbudgeted expense without a unanimous vote of the entire Committee.

The minutes of all Executive Committee meetings shall be provided by U.S. Mail or email to Directors for the next regular Board meeting following the Executive Committee meeting if feasible, but, in any event, within 30 days following the Executive Committee meeting, and all actions taken by the Committee shall be placed on the agenda of such Board meeting for review and ratification by the Directors.

8.8 Board Membership Committee. The Board Membership Committee shall consist of at least five (5) members, at least three (3) of which shall be Directors, the remainder of which shall be Advisors. Duties of the Committee shall include, but are not limited to the following:

- (a) Formulating policies, plans, and procedures for Director and Advisor recruitment, orientation, and education, subject to review and approval by the Board of Directors, and implementation of same.
- (b) Identifying and maintaining a record of potential Directors and Advisors.
- (c) Examining the qualifications of potential Directors and Advisors and preparing slates of nominees as described in Articles 4, 5, 7, and 8 of these By-Laws.

8.9 Governance Committee. The Governance Committee shall consist of at least five (5) members, at least three (3) of which shall be Directors. The Vice-Chairman of the Board of Directors shall serve as Chair of the Governance Committee. If this is not practicable, the Board of Directors may appoint a Director to the position. Duties of the Committee shall include, but are not limited to the following:

- (a) Conducting periodic reviews of IRLT By-Laws, policies, and procedures on an as-needed basis, but no less than every five years, and effecting any amendments to same, subject to Board review and approval.
- (b) Developing new policies, as requested by the Board of Directors, for review and approval by the Board.

8.10 Finance Committee. The Finance Committee shall consist of at least five (5) members, at least three (3) of which shall be Directors. The Treasurer of IRLT shall serve as Chair of the Finance Committee. The Committee shall have the duties and responsibilities specified in IRLT policy *IRLT Financial Committee: Roles and Responsibilities* revised and adopted by the Board on November 5, 2015, and as the same may be amended by the Board from time to time. The Committee shall have oversight responsibility for all financial planning and development and shall regularly report to the Board as to the status of same and make recommendations thereon.

8.11 Land Acquisition Committee. The Land Acquisition Committee shall consist of at least five (5) members, at least three (3) of which shall be Directors, including the Chair of the Land Stewardship Committee. The Committee shall review all prospective land projects to ensure that the subject properties meet established IRLT criteria and are otherwise appropriate as lands suitable for acquisition or conservation through methods other than acquisition and make recommendations to the Board accordingly. The Committee shall provide oversight of all

pending projects and shall regularly report to the Board as to the status of these projects and make recommendations thereon.

8.12 Land Stewardship Committee. The Land Stewardship Committee shall consist of at least five (5) members, at least three (3) of which shall be Directors, including the Chair of the Land Acquisition Committee. The Committee shall work with IRLT staff to develop and modify stewardship plans as may be necessary and provide oversight of all conservation lands in which IRLT has obtained an interest and report to the Board as to the management of these lands and make recommendations thereon as needed, but no less than annually.

8.13 Marketing and Fundraising Committee. The Marketing and Fundraising Committee shall consist of at least five (5) members, at least three (3) of which shall be Directors. The Committee shall work with IRLT staff to develop marketing and fundraising strategies for IRLT and to promote conservation projects and other IRLT initiatives. The Committee shall have oversight responsibility for all policies governing IRLT marketing and fundraising as well as public relations and events and shall regularly report to the Board as to the status of same and make recommendations thereon.

8.14 Advocacy Committee. The Advocacy Committee shall consist of at least five (5) members, at least three (3) of which shall be Directors, the remainder of which shall be Advisors. The Committee shall work with IRLT staff to review other organization's actions or environmental issues within the region or state, and make recommendations to the Board of Directors for IRLT to selectively join in certain activities that promote policies, funding initiatives or calls to action in support of said actions or issues. In doing so, the Committee shall use as its guide the *Advocacy Policy* revised and adopted by the Board of Directors on May 10, 2018, and as the same may be amended by the Board from time to time.

ARTICLE 9 HONORARY BOARD OF DIRECTORS

The Board of Directors, by resolution adopted by a majority of the Directors, may establish an Honorary Board of Directors (Directors Emeriti) that consists of those persons who, in the judgment of the Board of Directors, deserve special recognition for the provision of extraordinary service to IRLT. Membership shall be determined by vote of the Board of Directors. Members of the Honorary Board may attend all meetings of the Board of Directors but shall have no voting rights with respect to any matters of IRLT.

ARTICLE 10 SPECIAL FUNDS

The Board of Directors, by resolution adopted by a majority of the Directors, may establish, administer, and maintain special funds for the benefit of IRLT. Special funds may include, but are not limited to, restricted funds, endowment funds, and stewardship funds. Donations or gifts to the funds may be received from any source in cash or in property acceptable to the Board of Directors. All donations or gifts accepted, together with any income therefrom, shall be held, managed, administered, and distributed by the Board of Directors. The Board, in its discretion, may decline to accept any gift or donation determined not to serve the objectives of IRLT or deemed otherwise inappropriate. IRLT has adopted a Gift Acceptance Policy which is incorporated herein by reference.

ARTICLE 11 INDEMNIFICATION, LIABILITIES, AND INSURANCE

11.1 Indemnification. IRLT shall indemnify and hold harmless, to the extent permitted by Florida law, any and all Directors, Advisors, Officers, and employees against expenses (including attorneys' fees at trial level and on appeal) actually and necessarily incurred by them in connection with the defense or settlement of such action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been a Director, Advisor, Officer, or employee of IRLT, except in relation to matters as to which any such Director, Advisor, Officer, or employee or former Director, Advisor, Officer, or employee shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability.

11.2 Insurance. IRLT may purchase and maintain insurance on behalf of any person who is or was a Director, Advisor, Officer, employee, or agent of IRLT against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such.

ARTICLE 12 BOOKS AND RECORDS

IRLT shall maintain and preserve complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. IRLT has adopted a Record Keeping Policy which is incorporated herein by reference.

ARTICLE 13 FISCAL AND OPERATING YEAR

The fiscal and operating year of IRLT shall run from July 1 to June 30 of each year.

ARTICLE 14 PROHIBITED ACTIVITIES

IRLT shall not disseminate propaganda, participate in any political campaign for any public office, or carry on any other activities not permitted by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code. Nor shall IRLT engage in activities prohibited by Chapter 617 of the Florida Statutes. IRLT shall be permitted to engage in permissible activities intended to influence legislation, provided that the same shall not constitute a substantial part of the aggregate activities of IRLT, as defined by governing laws.

ARTICLE 15 CONTRACTS

All agreements and instruments involving real property entered into on behalf of IRLT must be authorized by the Board of Directors, or if so designated by the Board on a case by case basis, by the Executive Committee. The Chairman of the Board shall execute such agreements and instruments, and in his/her absence, the Vice-Chairman. In addition, the Secretary or Treasurer

may execute with the Chairman or Vice Chairman all such agreements and instruments on behalf of IRLT.

ARTICLE 16 STANDARD OF CONDUCT

The standard of conduct for Directors and Advisors must be in conformity with, and are governed by, the provisions set forth in Section 617.0830, Florida Statutes.

ARTICLE 17 SEAL

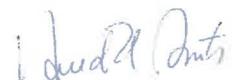
IRLT seal shall have inscribed thereon the name of the Corporation and shall be as particularly shown on the impression affixed thereto.

ARTICLE 18 AMENDMENTS

The Articles of Incorporation and these By-Laws may be amended, revised or repealed by an affirmative vote of two-thirds (2/3) of the Board of Directors. Such actions may be taken at regular or special meetings for which notice of the purpose shall be given.

SECRETARY'S CERTIFICATE

I HEREBY CERTIFY that the foregoing Amended and Restated By-Laws of Indian River Land Trust, Inc. were adopted by the Board of Directors of Indian River Land Trust, Inc. at a meeting thereof on November 3, 2022.



David A. Smith, Secretary

Justification Statement and Intended Use

The 36-acre Sebastian River Property is situated along the southwestern border of the City of Sebastian and is in an area under heavy development pressure. The St. Sebastian River is home to manatee, alligator, the prehistoric garfish, important bird rookeries, and species of globally rare fish. It is the only natural tributary of the Indian River Lagoon in Indian River County, which underscores this property's direct conservation value to the Lagoon. The protection of this property secures an important wildlife corridor and provides a buffer from runoff of sediments and fertilizers that would otherwise occur if homes were developed close to the river.

The property contains an Old Florida cypress forest that stood long before the cities of Sebastian and Vero Beach were incorporated. A portion of the property was formerly a citrus grove, but now contains 22 acres of native oak trees and cabbage palms that have replaced the orange trees. Mature cypress trees cover the remaining acres along 1,600 feet of river frontage. This frontage is part of the river floodway, and the property is mostly in the flood zone.

In the fall of 2024, the Indian River Land Trust was awarded a reimbursement grant from Florida Communities Trust in return for agreeing to open this fantastic property up to the public so that they can enjoy the planned .6-mile nature trail, wildlife observation platform, picnic pavilion, interpretive kiosk, and seating benches. Our hope is that this short trail will become part of a larger scenic nature trail along the river between Route 510 and Route 512, in an area designated in 2006 by the County as the St. Sebastian River Greenway.

Additionally, the Land Trust will restore more than one acre of pasture lands with native plants, restoring these areas to their natural beauty and allowing native plants and animal populations to thrive.

Prepared by and return to:

Lulich & Attorneys
1069 Main Street
Sebastian, FL 32958
(772) 589-5500
File Number: 23-519

[Space Above This Line For Recording Data]

Warranty Deed

This Warranty Deed made this 12th day of October, 2023 between Terrance Roy Stough, whose post office address is 355 58th Ave, Vero Beach, FL 32960, grantor, and Indian River Land Trust, Inc., a Florida not for profit corporation, whose post office address is 3150 Cardinal Drive, Suite 201, Vero Beach, FL 32963, grantee:

(Whenever used herein the terms "grantor" and "grantee" include all the parties to this instrument and the heirs, legal representatives, and assigns of individuals, and the successors and assigns of corporations, trusts and trustees)

Witnesseth, that said grantor, for and in consideration of the sum of TEN AND NO/100 DOLLARS (\$10.00) and other good and valuable considerations to said grantor in hand paid by said grantee, the receipt whereof is hereby acknowledged, has granted, bargained, and sold to the said grantee, and grantee's heirs and assigns forever, the following described land, situate, lying and being in Indian River County, Florida to-wit:

Parcel 1

The East 23 acres of the Northwest Quarter of the Southwest Quarter of Section 25, Township 31 South, Range 38 East, Indian River County, Florida, less canal right of way.

Parcel 2

All that part of the West One-half of the Northeast Quarter of the Southwest Quarter of Section 25, Township 31 South, Range 38 East, Indian River County, Florida, which lies South of the center line of a Drainage Easement as recorded in Official Record Book 158, page 620, said Easement being described as follows:

An easement 200 feet in width across the West one-half of the Northeast Quarter of the Southwest Quarter of Section 25, Township 31 South, Range 38 East, and being 100 feet each side of the following described baseline:

Beginning on the East boundary and 486.43 feet North of the Southeast corner of the West one half of the Northeast Quarter of Southwest Quarter of Section 25, run North 44 degrees 14 minutes 37 seconds West a distance of 953.40 feet to a point on the West boundary and 150.05 feet South of the Northwest corner of the Northeast Quarter of the Southwest Quarter of Section 25, Township 31 South, Range 38 East Indian River County Florida.

Parcel Identification Number: 31382500000500000005.0

Grantor(s) warrant that the subject property does not constitute any part of their homestead property.

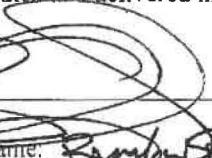
Together with all the tenements, hereditaments and appurtenances thereto belonging or in anywise appertaining.

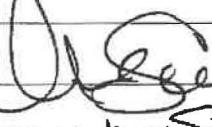
To Have and to Hold, the same in fee simple forever.

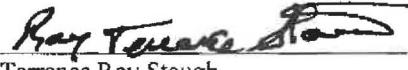
And the grantor hereby covenants with said grantee that the grantor is lawfully seized of said land in fee simple; that the grantor has good right and lawful authority to sell and convey said land; that the grantor hereby fully warrants the title to said land and will defend the same against the lawful claims of all persons whomsoever; and that said land is free of all encumbrances, except taxes accruing subsequent to 12/31/2022.

In Witness Whereof, grantor has hereunto set grantor's hand and seal the day and year first above written.

Signed, sealed and delivered in our presence:


Witness _____
Printed Name: Terrance Roy Stough
P.O. Address: _____


Witness _____
Printed Name: Melinda Segal
P.O. Address: _____


Terrance Roy Stough

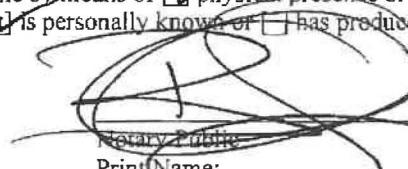
State of Florida
County of Indian River

The foregoing instrument was acknowledged before me by means of physical presence or online notarization, this 11 th day of October, 2023 by Terrance Roy Stough who is personally known to me has produced a driver's license as identification.

[Seal]



Barry Glen Segal
NOTARY PUBLIC
STATE OF FLORIDA
Comm# GG89923
Expires 6/10/2024


Notary Public
Print Name: _____
My Commission Expires: _____

OLD REPUBLIC NATIONAL TITLE INSURANCE COMPANY

OWNER'S POLICY

Schedule A

Policy No.: **O21-7027558**

Date of Policy: **October 12, 2023**

Agent's File Reference: **23-519**

Amount of Insurance: **\$1,260,000.00**

Premium: **\$5,725.00**

Address Reference: **CR 510, Vero Beach FL 32967**

1. Name of Insured:

Indian River Land Trust, Inc.

2. The estate or interest in the Land that is insured by this policy is:

Fee Simple as shown by instrument to be recorded in the Public Records of Indian River County, Florida.

3. Title is vested in:

Indian River Land Trust, Inc.

4. The Land referred to in this policy is described as follows:

See Exhibit "A" attached hereto and made a part hereof.

Old Republic National Title Insurance Company
400 Second Avenue South, Minneapolis, Minnesota 55401, (612) 371-1111

Jordan Lulich

ID#W-6TT782EYjRuzQMEdyMu

AGENT'S SIGNATURE

Lulich & Attorneys
ISSUING AGENT

8192
AGENT NO.

1069 Main Street
MAILING ADDRESS

Sebastian
CITY

FL
STATE

32958
ZIP

OLD REPUBLIC NATIONAL TITLE INSURANCE COMPANY

OWNER'S POLICY

Schedule B

Policy No.: **O21-7027558**

Agent's File Reference: **23-519**

This policy does not insure against loss or damage, and the Company will not pay costs, attorneys' fees, or expenses that arise by reason of:

1. General or special taxes and assessments not yet due and payable.
2. Intentionally Deleted.
3. Intentionally Deleted.
4. Intentionally Deleted.
5. Intentionally Deleted.
6. Any adverse ownership claim by the State of Florida by right of sovereignty to any portion of the Land(s) insured hereunder, including submerged, filled and artificially exposed lands, and lands accreted to such lands.
7. Any lien provided by County Ordinance or by Chapter 159, F.S., in favor of any city, town, village or port authority, for unpaid service charges for services by any water systems, sewer systems or gas systems serving the land described herein; and any lien for waste fees in favor of any county or municipality.
8. Easement recorded in O.R. Book 130, Page 89, Public Records of Indian River County, Florida.
9. Drainage Easement recorded in O.R. Book 158, Page 620, Public Records of Indian River County, Florida.
10. Ordinance No.1-18-06 recorded in O.R. Book 3140, Page 299, Public Records of Indian River County, Florida.
11. Riparian and littoral rights are not insured.
12. Rights of the lessees under unrecorded leases.
13. Notwithstanding Covered Risk number 4 of the jacket of this policy, this policy does not insure any right of access to and from said land.
14. Any encroachment, encumbrance, violation, variation, or adverse circumstance affecting the Title as disclosed in the survey by Carter Associates, Inc., bearing job number 23-300 S, dated September 12, 2023.

Exhibit A

Parcel 1

The East 23 acres of the Northwest Quarter of the Southwest Quarter of Section 25, Township 31 South, Range 38 East, Indian River County, Florida, less canal right of way.

Parcel 2

All that part of the West One-half of the Northeast Quarter of the Southwest Quarter of Section 25, Township 31 South, Range 38 East, Indian River County, Florida, which lies South of the center line of a Drainage Easement as recorded in Official Record Book 158, page 620, said Easement being described as follows:

An easement 200 feet in width across the West one-half of the Northeast Quarter of the Southwest Quarter of Section 25, Township 31 South, Range 38 East, and being 100 feet each side of the following described baseline:

Beginning on the East boundary and 486.43 feet North of the Southeast corner of the West one half of the Northeast Quarter of Southwest Quarter of Section 25, run North 44 degrees 14 minutes 37 seconds West a distance of 953.40 feet to a point on the West boundary and 150.05 feet South of the Northwest corner of the Northeast Quarter of the Southwest Quarter of Section 25, Township 31 South, Range 38 East Indian River County Florida.

Parcel Identification Number: See legal description

Sebastian River Property Legal Description

Parcel 1

The East 23 acres of the Northwest Quarter of the Southwest Quarter of Section 25, Township 31 South, Range 38 East, Indian River County, Florida, less canal right of way.

Parcel 2

All that part of the West One-half of the Northeast Quarter of the Southwest Quarter of Section 25, Township 31 South, Range 38 East, Indian River County, Florida, which lies South of the center line of a Drainage Easement as recorded in Official Record Book 158, page 620, said Easement being described as follows:

An easement 200 feet in width across the West one-half of the Northeast Quarter of the Southwest Quarter of Section 25, Township 31 South, Range 38 East, and being 100 feet each side of the following described baseline:

Beginning on the East boundary and 486.43 feet North of the Southeast corner of the West one half of the Northeast Quarter of Southwest Quarter of Section 25, run North 44 degrees 14 minutes 37 seconds West a distance of 953.40 feet to a point on the West boundary and 150.05 feet South of the Northwest corner of the Northeast Quarter of the Southwest Quarter of Section 25, Township 31 South, Range 38 East Indian River County Florida.

Justification Statement and Intended Use

The 36-acre Sebastian River Property is situated along the southwestern border of the City of Sebastian and is in an area under heavy development pressure. The St. Sebastian River is home to manatee, alligator, the prehistoric garfish, important bird rookeries, and species of globally rare fish. It is the only natural tributary of the Indian River Lagoon in Indian River County, which underscores this property's direct conservation value to the Lagoon. The protection of this property secures an important wildlife corridor and provides a buffer from runoff of sediments and fertilizers that would otherwise occur if homes were developed close to the river.

The property contains an Old Florida cypress forest that stood long before the cities of Sebastian and Vero Beach were incorporated. A portion of the property was formerly a citrus grove, but now contains 22 acres of native oak trees and cabbage palms that have replaced the orange trees. Mature cypress trees cover the remaining acres along 1,600 feet of river frontage. This frontage is part of the river floodway, and the property is mostly in the flood zone.

In the fall of 2024, the Indian River Land Trust was awarded a reimbursement grant from Florida Communities Trust in return for agreeing to open this fantastic property up to the public so that they can enjoy the planned .6-mile nature trail, wildlife observation platform, picnic pavilion, interpretive kiosk, and seating benches. Our hope is that this short trail will become part of a larger scenic nature trail along the river between Route 510 and Route 512, in an area designated in 2006 by the County as the St. Sebastian River Greenway.

Additionally, the Land Trust will restore more than one acre of pasture lands with native plants, restoring these areas to their natural beauty and allowing native plants and animal populations to thrive.

Written Statement for Rezoning/LUDA Application

The 36-acre Sebastian River Property is owned and managed by the Indian River Land Trust who is holding the land in Conservation in perpetuity and manages the site for native plant and wildlife communities as well as for public access. In 2024, the Land Trust was announced as the recipient of a reimbursement grant for the Sebastian River Property by the Florida Communities Trust. As part of the grant agreement, the State requires that the Land Trust change the current zoning and future land use designations to that of a Conservation category. This proposed change will help Indian River County fulfill the following Comprehensive Plan Objectives:

- Chapter 2, Future Land Use Element, Objective 7, and Policy 7.10 which states that Indian River County will coordinate with state, federal and local agencies to identify, purchase and protect important vegetative communities.
- Chapter 3E, Stormwater Management, Policy 5.2 states that the county supports the acquisition of property within the 100-year flood map.
- Chapter 8, Conservation Element, Policy 6.1: The county will assist agencies to acquire and protect natural communities, especially those that contribute to wildlife corridors.
- Chapter 10, Recreation and Open Space, Policy 5.2 Identifies the Greenway that will be developed on the property.

This amendment will further highlight the property as a critical natural buffer between the river and the proposed developments to the south as well as an opportunity for public access along the natural corridor via trails. By decreasing the future units per acre, we are reducing future loads on water and sewer, schools, and other utilities but we are increasing the property's value for recreation and conservation enjoyment for the public. Conserving this land will provide natural control for flooding and protect important aquifer recharge areas. Lastly, this change in designation will complement the surrounding properties by providing a natural and scenic space for residents to enjoy as well as for wildlife to flourish.