

NO9000003424

(Requestor's Name)

(Address)

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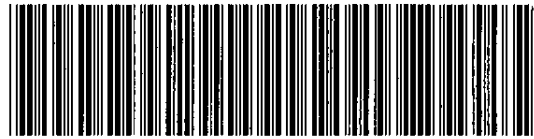
(Business Entity Name)

(Document Number)

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03 APR -6 AM 9:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MRD  
4/8

**COVER LETTER**

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Cerro Roble Foundation, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee &  
Certificate of  
Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Jerry Saresky  
Name (Printed or typed)

3020 NE 32<sup>nd</sup> Ave # 302  
Address

Ft. Lauderdale, FL 33309  
City, State & Zip

904-347-9685  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION OF**

**CERRO ROBLE FOUNDATION, INC.**

**(a corporation not for profit)**

**FILED**

09 APR -6 AM 8:45

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation not for profit pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I**

**Name**

The name of the corporation (hereinafter referred to as the "Corporation") shall be Cerro Roble Foundation, Inc.

**ARTICLE II**

**Principal Office**

The principal place of business and mailing address of the Corporation shall be 1010 Kennedy Drive, Suite 201, Key West, FL 33040.

**ARTICLE III**

**Purposes**

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations qualifying as an exempt organization from Federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code. The charitable, religious, educational, and scientific purposes include, without limitation, the following:

- A. Operating without profit so that no part of the net earnings or assets of the Corporation shall be distributed to any private individual.
- B. To promote cultural understandings through conservation, research, education and people to people ambassadorships centering among other things on the indigenous artisan fishing captains of Cuba.

**ARTICLE IV**

**No Capital Stock**

The Corporation is not organized for profit and it shall have no capital stock and shall not be authorized to issue capital stock.

**ARTICLE V**  
**Number of Directors and Initial Directors**

The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the bylaws of the Corporation, but shall never be less than three (3).

The names and addresses of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

William E. Andersen  
1010 Kennedy Drive, Suite 201  
Key West, FL 33040

Aaron Kimsey  
1010 Kennedy Drive, Suite 201  
Key West, FL 33040

Theodore Lund  
9 Aquamarine Drive  
Key West, FL 33040

**ARTICLE VI**  
**Manner of Election**

The method of electing directors and officers shall be as set forth in the bylaws of the Corporation.

**ARTICLE VII**  
**Corporate Powers; Limitations**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, 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.

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 or in opposition to any candidate for public office.

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, or the corresponding section of any future federal tax code, (b) by a corporation, contributions

to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (c) by a nonprofit corporation organized under the laws of the State of Florida.

**ARTICLE VIII  
Dissolution**

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 a Court of Competent Jurisdiction of 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.

**ARTICLE IX  
Initial Registered Agent and Street Address**

The name and Florida street address of the registered agent are William E. Andersen, The Andersen Firm, P.C., 1010 Kennedy Drive, Suite 201, Key West, FL 33040.

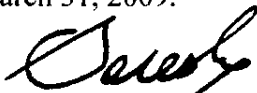
**ARTICLE X  
Incorporator**

The name and address of the incorporator are:

Jerry Saresky  
The Andersen Firm  
3020 NE 32nd Ave  
Suite 302  
Ft. Lauderdale, FL 33308

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09 APR -6 AM 8:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on March 31, 2009.



\_\_\_\_\_  
Jerry Saresky, Incorporator

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of §607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement to designate the registered agent and registered office in the State of Florida.

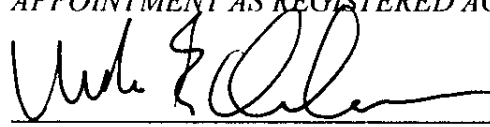
1. The name of the corporation is Cerro Roble Foundation, Inc.
2. The name and address of the registered agent and office are:

William E. Andersen  
The Andersen Firm, P.C.  
1010 Kennedy Drive  
Suite 201  
Key West, FL 33040

  
\_\_\_\_\_  
Jerry Saresky, Incorporator

March 31, 2009

*HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF  
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE  
DESIGNATED IN THIS CERTIFICATE, I AM FAMILIAR WITH AND ACCEPT THE  
APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.*

  
\_\_\_\_\_  
William E. Andersen, Registered Agent for  
Cerro Roble Foundation, Inc.

March 31, 2009

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA