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MESSER CAPARELLO
Attorneys At Law
Strategically Positioned in Florida's Capital

January 29, 2014

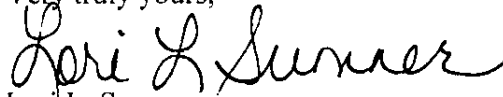
Florida Secretary of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, FL 32314

Re: *Aucilla Research Institute, Inc.*

Dear Sir/Madam:

Enclosed are an original and one copy of proposed Articles of Incorporation for filing in your office and our firm check in the amount of \$78.75 which represents the filing fee. Please send the certified copy of the Articles to us. Thank you.

Very truly yours,



Lori L. Sumner

Legal Assistant to Timothy J. Warfel

/lls
Enclosures

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Timothy J. Warfel

Requestor's Name
Messer Caparello, P.A.
Post Office Box 15579

Address
Tallahassee, FL 32317 850/222-0720
City/State/Zip Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Aucilla Research Institute, Inc.

(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
	Profit
X	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment "
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

Examiner's Initials	
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ARTICLES OF INCORPORATION
OF
AUCILLA RESEARCH INSTITUTE, INC.
A FLORIDA NONPROFIT CORPORATION

ARTICLE I.

Name

The name of this corporation is Aucilla Research Institute, Inc.

ARTICLE II.

Duration

The duration of this corporation shall be perpetual, commencing with the filing of these Articles with the Department of State of the State of Florida. In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state or local government for exclusively public purposes.

ARTICLE III.

Purposes

The primary purpose for which this corporation is organized is to further historical and scientific study and education. Study and education include study, research, experimentation, investigation, publication and dissemination of information, and education at every level, in the

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fields of archeology, biology, climatology, geography, geology, history, including pre-history, hydrology, and any other scientific discipline, including interdisciplinary projects.

The corporation may undertake any action necessary to further this general purpose including, without limiting the generality of the foregoing, endow professorships, make research grants, establish scholarships, develop educational programs and materials, maintain scientific facilities and equipment and housing for the use of scientists, and otherwise support scientific study.

The corporation shall not, as its primary activity, engage in a regular business of a kind ordinarily carried on for profit. The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and 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 Code.

ARTICLE IV.

Dedication of Assets

All of the funds and other property of this corporation and any monies or other benefits from its operations shall be used solely for the educational and charitable projects in furtherance of the purposes of the corporation. No dividends shall be paid and no part of the income or other funds of the corporation of any kind shall be used for the individual benefit of shareholders, directors, officers, employees or any other persons except as reasonable compensation for services rendered to the corporation in carrying out one or more of its purposes or as reimbursement for expenses incurred in connection therewith.

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 (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the articles, the corporation shall not carry on any other activity or 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 1986 (or the corresponding provision of any future United States Internal Revenue Code), or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Code).

ARTICLE V.

Membership

The sole member and sole voting member of the corporation shall be Healthyways, Inc., a Florida not for profit corporation.

ARTICLE VI.

Location of Principal Office, Initial Registered Office

and Name of Initial Registered Agent

The street address of the principal office of the corporation is 555 N. Jefferson Street, City of Monticello, County of Jefferson, State of Florida, 32344.

The street address of the initial registered office of the corporation is 555 N. Jefferson Street, City of Monticello, County of Jefferson, State of Florida, 32344.

The name of the initial registered agent at such address is Jana Grubbs.

ARTICLE VII.

Initial Directors

There shall be thirteen directors constituting the initial board of directors.

The names and addresses of the initial directors are as follows:

Rev. Dr. Richard Bailar, DD
445 Melrose Drive
Monticello, FL 32344

Jana H. Grubbs
4132 S. Jefferson
Lamont, FL 32336

Jack Carswell
555 E. Washington St
Monticello, FL 32344

Anne Haw Holt, Ph.D.
655 E. High St
Monticello, FL 32344

George M. Cole, PE, PLS, Ph.D.
5283 Ashville Hwy
Monticello, FL 32344

Rochelle A. Marrinan, Ph.D., RPA
6299 Verdura Way
Tallahassee, FL 32311

Cornelia Corbett
1043 Guisando De Avila
Tampa, FL 33613

Harley Means, M.S., P.G.
1921 Setting Sun Trail
Tallahassee, FL 32303

Glen H. Doran, Ph.D., RPA
1117 Azalea Drive
Tallahassee, FL 32301

David Ward
Post Office Box 616
1325 Lake Drive
Monticello, FL 32345

James S. Dunbar, Ph.D.
141 Old Still Rd
Crawfordville, FL 32327

L. Gary Wright
Post Office Box 91
Monticello, FL 32345

Edward M. Green
830 West Lake Rd
Monticello, FL 32344

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ARTICLE VIII.

Incorporator

The name and address of the incorporator of this corporation is Jana Grubbs, 555 N. Jefferson Street, Monticello, FL 32344.

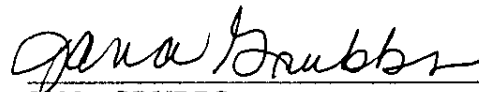
ARTICLE IX.

Management of Corporate Affairs

(a) Board of Directors: The power of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be as provided in the bylaws. The board of directors shall consist of such persons as may be chosen from time to time by the member. Each director shall serve until his successor is named by the board of directors.

(b) Corporate Officers: The board of directors shall elect such officers as the bylaws of this corporation may authorize the directors to elect from time to time. Such officers shall be initially elected at the organizational meeting of the board of directors.

The undersigned, being the incorporator of this corporation, for the purpose of forming this nonprofit corporation under the Laws of the State of Florida has executed these articles of incorporation on Jan. 28, 2014.



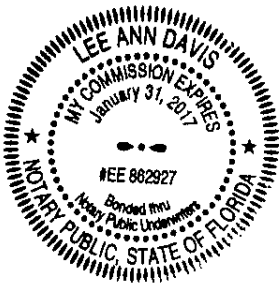
JANA GRUBBS

Incorporator

STATE OF FLORIDA
COUNTY OF JEFFERSON

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Jana Grubbs, who me ____ is personally known or ____ has produced as identification, and known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed, who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 28th day of January, 2014.




Lee Ann Davis
NOTARY PUBLIC
Printed Name: Lee Ann Davis
My commission expires:

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CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

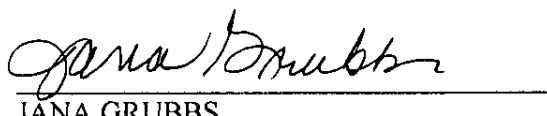
In compliance with Florida Statutes Section 48.091 and 607.304, the following is submitted:

Aucilla Research Institute, Inc. desiring to organize as a corporation under the laws of the State of Florida, has designated Jana Grubbs, 555 N. Jefferson Street, Monticello, Florida 32344, as its initial Registered Agent and Office.



By: JANA GRUBBS
Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping the office open.



JANA GRUBBS

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