

**N00000001537**  
**TRANSMITTAL LETTER**

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

**SUBJECT:** ISMS Inc

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

☐ \$122.50  
Filing Fee  
& Certified Copy  
(Additional Copy  
Required)

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate  
(Additional Copy  
Required)

**FROM:** Thomas R. Cuba  
4557 Beach Drive SE  
St. Petersburg, Fl 33705

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-03/02/00--01092--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Daytime Telephone 813-822-3701  
727

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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3-9-00  
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ARTICLES OF INCORPORATION OF  
ISMS, INC.

A FLORIDA NONPROFIT CORPORATION

ARTICLE I.

Name

The name of this corporation is ISMS, Inc.

ARTICLE II.

Address

The address of the principal office of the Corporation is P.O. Box 3241, St. Petersburg,  
FL 33731.

ARTICLE III.

Purpose

The general purpose of the corporation is to provide students of Florida's marine ecology with an experiential learning tool. Generally this shall mean that the corporation shall seek to match experienced professional advisors with enrolled students within the framework of actual ecological monitoring opportunities. Central to achieving these purposes shall be the monitoring of all types of reefs in Florida Waters, whether or not that reef be natural, artificial, rock, rubble, coral, or otherwise and whether such monitoring shall be for physical, chemical or biological attributes of that reef system. Such purpose shall not preclude other ecological monitoring activities such as the monitoring of sand bars, mud flats, grass beds, or marine associated uplands habitats and their interface with marine systems. Nor shall such purpose preclude the monitoring of associated non-ecological matters such as the economic or recreational benefit of such marine systems. In support of such purpose the corporation may enter into contracts and agreements with others in order to meet these purposes, promoting the recognition and acceptance of the

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corporation and its purpose, and promoting the recognition of the members by government, business, and other entities interacting with them. Additional purposes of the corporation include the promotion of common marine or ecological interests. The corporation may undertake any action necessary to further these purposes including, without limiting the foregoing, monitoring (but not influencing through any other means than the distribution of scientific data) legislative, quasi-legislative, judicial, and quasi-judicial activities and any other governmental action affecting, or which may affect, the business of the members. The corporation shall not, as its primary activity, engage in a regular business of a kind ordinarily carried on for profit.

#### ARTICLE IV.

##### Commencement and Duration

The existence of the Corporation will commence on the date of filing of these articles of Incorporation by the Department of State of the State of Florida. The term of existence of the Corporation is perpetual.

#### ARTICLE V.

##### Membership

There shall be three classes of membership: Advisor, Associate, and Student. Acceptance to membership requires that the member meet strict requirements as set forth in the Bylaws. Generally advisors shall be holders of Doctorate degrees and Students shall be enrolled on a full time or part time basis in a public or private Florida educational institution. Associate membership is generally open to others not in the Advisor or Student class. In all grant based projects, students shall have reasonable first right of refusal over associates for compensated project work. All project management shall be conducted under the direction of compensated or volunteer advisors.

## ARTICLE VII.

### Board of Directors and Executive Director

The initial board of directors shall consist of four members: One Advisor member and three student members. The number of directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one nor greater than six. The position of Executive Director shall be awarded, as long as it is desired by the awardee, to Thomas R. Cuba, the incorporator, who shall also sit as a Director on the board of directors until such time as he shall voluntarily relinquish that seat. Subsequent to such vacation of the executive director position, such position shall be filled by appointment by the Board of Directors. Subsequent to such vacation of the Director position, it shall be elected as are the other positions. Directors shall be elected in accordance with the Bylaws. The Bylaws shall be structured to elect one third of the directors of each class each year. Only members of the advisory membership may elect a board members of the advisory class and only members of the student class may elect members of the student class. The directors shall elect officers from the body of directors annually in accordance with the Bylaws. The names and addresses of the persons who will serve on the initial board of directors is:

Rebecca A Boley  
Rebecca Boley  
6104 Coral Bay Rd  
Tampa, FL 33647

Jennifer L. Huff  
JENNIFER L. HUFF  
2225 E. 131<sup>st</sup> AVE. APT 5002  
TAMPA, FL 33612

Christina R. Pac  
Christina R. Pac  
2904 98th Avenue East  
Perrish, Florida 34219

Thomas R. Cuba  
Thomas R. Cuba  
4557 Beach Dr SE  
ST Petersburg FL 33705

ARTICLE VIII.

Incorporator

The name and street address of the person (incorporator) signing these Articles of Incorporation is:

**Name**

**Address**

Thomas Robert Cuba

4557 Beach Drive S.E.

St. Petersburg, FL 33705

ARTICLE VIII.

Indemnification

The corporation shall indemnify its directors and officers to the fullest extent permitted by law.

ARTICLE IX.

Dedication of Assets

The property of this corporation is irrevocably dedicated to its purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual; provided that, upon dissolution or final liquidation the corporation may make distribution to its members as permitted by the court having jurisdiction thereof and no such liquidating payment or distribution shall be deemed to be a dividend or a distribution of income.

The undersigned, being the incorporator of this corporation, for the purpose of forming this Not for Profit corporation under the Laws of the State of Florida has executed these articles of incorporation on 2.29.2000, 2000.

Thomas R. Cuba  
Thomas R. Cuba

STATE of FLORIDA

COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Thomas R. Cuba, to me personally known 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 29th day of February, 2000.



J E Pollard  
My Commission CC622401  
Expires February 17, 2001

*J E Pollard*  
Notary

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the ISMS, Inc at the place designated in the Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.

*Thomas R. Cuba*  
Thomas R. Cuba  
4557 BEACH DRIVE S.E.  
ST. PETERSBURG, FL 33705  
2-29-2000

Dated

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