

TRANSMITTAL LETTER

N00000006391

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

FILED
00 SEP 25 PM 1:47
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: DEAFWHALE SOCIETY, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

000003403560--0
-09/25/00--01146--006
*****87.50 *****87.50

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: DAVID W. WILLIAMS
Name (Printed or typed)

1644 SW 7th AVENUE
Address

POMPANO BEACH, FLORIDA 33060
City, State & Zip

954 - 946 - 5551
Daytime Telephone number

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

ARTICLES OF INCORPORATION

OF

DEAFWHALE SOCIETY, INC.

A Florida non-profit corporation

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CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Not for Profit Corporation Act of the State of Florida, adopt the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation, hereinafter referred to as the "Corporation" is **DEAFWHALE SOCIETY, INC.**, a non-profit corporation.

1644 SW 7th Avenue, Pompano Beach, Florida 33060-9024

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The general purpose for which the corporation is organized is to arrange and unite a world-wide effort to prevent auditory trauma in marine mammals and sea turtles as a result of man-made acoustical pollution of the marine environment. The Society will investigate all matters pertaining to the health of marine mammals and sea turtles around the world, such as accidental strandings, sickness, and transgressions by man. The Society will specific investigate and solve the mystery of why certain species of whales mass stand themselves on beaches around the world. It will further serve as an Internet information center, solicit and distribute research funds and lobby for government support. The Society is organized exclusively for charitable, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The Corporation may receive and administer funds for scientific, educational, and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, including to acquire, hold, use, vote, and sell stock shares, without limitation as to amount or value; to dispose of any such

property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-for-Profit Corporation Law. No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, 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 member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements, any political campaign on behalf of any candidate for public office. Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to one or more charitable, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereafter amended, or 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 the Court of Common Pleas 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 IV

The qualifications for directors and members, and the manner of their admissions, shall be regulated by the by-laws.

ARTICLE V

The initial street address in the state of Florida of the initial registered office of the Corporation is 1644 SW 7th Avenue, Pompano Beach, Florida 33060-9024, and the name of the initial registered agent at such address is David W. Williams.

ARTICLE VI

The territory in which the operations of the Corporation are principally to be conducted is the United States of America and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

ARTICLE VII

The initial board of directors shall consist of three (3) members, who need not be residents of the state of Florida.

ARTICLE VIII

The names and addresses of the persons who shall serve as directors until the first annual meeting of members, or until their successors shall have been elected and qualified, are as follows:

**David W. Williams
1644 SW 7th Avenue
Pompano Beach, FL 33060**

**Marisa B. Williams
1644 SW 7th Avenue
Pompano Beach, FL 33060**

**Cheryl D. Lacey
213 Arrowhead East
North Aurora, IL 60542**

ARTICLE IX

A. Indemnification of Directors: The Corporation shall indemnify any director who, by virtue of being an officer or director of this corporation, is made a party to any action or proceeding except when such director is adjudged guilty of malfeasance in the discharge of duties to the corporation. Indemnification shall be for all reasonable expenses incurred as a result of such action or proceedings.

B. Director's Liability: No director shall be liable to the corporation for any loss or damage suffered on account of any action taken or admitted in good faith, provided such director exercised the same degree of care that a prudent person would have exercised by or on behalf of the corporation. Directors shall not be liable for the illegal dividends or distributions made by the corporation, if the directors actions was based on good faith and/or reliance on representations made by officers or agents, or on records as to the financial condition of the corporation.

ARTICLE X

The names and addresses of the initial incorporator are as follows: David W. Williams IN WITNESS WHEREOF, the undersigned have made and subscribed to these Articles of Incorporation at Pompano Beach, Florida on 21 September 2000.

David Williams 9/20/00
Signature/Incorporator Date

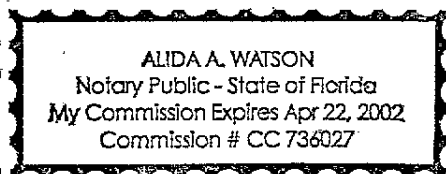
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

David Williams 9/20/00
Signature/Registered Agent Date

STATE OF FLORIDA
COUNTY OF BROWARD

FILED
00 SEP 25 PM 1:47
CLERK OF STATE
OF FLORIDA

The foregoing instrument was acknowledged before me this 20 day of September, 2000.



Alida Watson
Notary Public State of Florida

My Commission Expires: