

No/0000002717  
TRANSMITTAL LETTER

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

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-04/12/01--01076--009  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: PLUNGE AGAINST THE GRUNGE, 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: RODNEY G. ROMANO  
Name (Printed or typed)

824 NO. LAKESIDE DR.  
Address

LAKE WORTH, FLORIDA 33460-2708  
City, State & Zip

561-818-0001  
Daytime Telephone number

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

Rodney G Romano GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Directors  
DATE 4-17-01  
DOC. EXAM ay

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## ARTICLES OF INCORPORATION

of the undersigned, all of whom are citizens of the United States, desiring to form a non-profit corporation under the non-profit corporation law of the state of Florida and in Compliance with Chapter 617, Florida Statutes, (Not for Profit), do hereby certify:

### ARTICLE I

#### NAME

The name of the corporation shall be: **Plunge Against The Grunge, Inc.**

### ARTICLE II

#### PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:  
824 No. Lakeside Dr., Lake Worth, Florida 33460-2708

### ARTICLE III

#### PURPOSE

This organization is formed exclusively for charitable, educational and scientific purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code.

The specific purposes for which the corporation is organized are:

**Section 1.** To receive, maintain and administer assets in perpetuity exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code by conducting and supporting activities that lead to the environmental enhancement and cleanup of the Lake Worth Lagoon. These activities include the annual Plunge Against the Grunge as well as other efforts to foster public awareness of the Lagoon's condition and projects that will lead to improvement of its health and condition from an environmental perspective.

**Section 2.** To use its resources to foster education, teaching and training of individuals which may help to build a stronger, healthier, and just community within the context environmental activism and involvement.

**Section 3.** To give special attention to supporting novitiate, perhaps less well known efforts that demonstrate commitment to improvement of our Florida waters, particularly the Lake Worth Lagoon and related natural and man made bodies (such as the Everglades and Florida's canal system, stormwater runoff issues and the like). The reach of The Plunge Against The Grunge, Inc. shall be global, but the emphasis shall be toward improving the Lake Worth Lagoon and related waters.

### ARTICLE IV

#### MANNER OF ELECTION

The manner in which the directors are elected or appointed:

**Section 1.** The initial number of Directors shall be two, one of whom shall be a Permanent Director. The number of the Board of Directors may be increased by Board resolution, but shall not be more than seven. The aggregate number may be increased or decreased, however not below one Director, from time to time by amendment to these Bylaws.

**Section 2.** The Board of Directors may have two Permanent Directors. Permanent Directors shall serve until death, incapacity, resignation or removal. Each of the Permanent Directors may,

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in writing, appoint his or her successor, subject to the approval of the entire Board of Directors, effective upon the death, incapacity, resignation or removal of that Permanent Director or upon such other event as may be specified in writing, and such instrument of appointment shall be revocable until it becomes effective unless it is specified in writing to be irrevocable. The Board of Directors shall fill any vacancy in a Permanent Directorship not filled pursuant to the proceeding.

Section 3. The remaining Directors, if any, shall be designated as Rotating Directors and shall be appointed by the Board of Directors. Of the initial Rotating Directors, the first shall be appointed for a term of one year, the second for a term of two years, and the remaining, if any, for a term of three years. Thereafter, Rotating Directors shall be appointed to three-year terms. In the event that a Rotating Director is unable to complete his or her term, a new Rotating Director shall be appointed by the Board of Directors to complete the terminating Director's term and shall be eligible for re-appointment. Vacancies in the Permanent Directors shall be filled by a majority vote of the remaining directors. Appointments to the Board of Directors shall be made by a majority vote of the directors whose terms have not expired. Each director shall hold office for the term for which he or she is appointed or until he or she resigns or is removed as provided herein.

Section 4. If the Bylaws are amended to increase the size of the Board of Directors, for each three (2) Rotating Directors that are added, one (1) Permanent Director shall be added. No decrease in number shall have the effect of shortening the term of any incumbent director.

Section 5. The annual meeting of the Board of Directors shall be held at such time and at such place within or without the State of Florida as the President shall designate.

## ARTICLE V

### INITIAL DIRECTORS/OFFICERS

The name and addresses:

Lynnette A. Romano, 824 No. Lakeside Dr., Lake Worth, Florida 33460-2708

Rodney G. Romano, 824 No. Lakeside Dr., Lake Worth, Florida 33460-2708

Manuel Mesa 824 N. Lakeside Dr., Lake Worth, FL. 33460-2708

## ARTICLE VI

### RESTRICTIONS

Section 1. The purposes set forth in Article III shall be exclusively for those purposes as are within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

Section 2. No part of the earnings or net earnings of the Corporation shall inure to the benefit of any individual, and no Director, officer or employee of the Corporation shall receive any pecuniary profit from the operations thereof except reasonable compensation for actual services rendered to the Corporation.

Section 3. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in, nor intervene in any political campaign on behalf of any candidate for public office.

Section 4. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation

exempt from Federal income tax under 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, or (2) by a corporation, contribution to which are deductible under sections 170(c)(2), 2055 and 2522 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

Section 5. The Corporation shall not engage in any act of self-dealing, as defined in section 4941 (d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, which would subject any person to the imposition of any tax under section 4941 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

Section 6. The Corporation shall not retain any excess business holdings, as defined in section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, which would subject the Corporation to the imposition of any tax under section 4943 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

Section 7. The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

Section 8. The Corporation shall not make any taxable expenditure, as defined in section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, which would subject the Corporation to the imposition of any tax under 4945 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

## **ARTICLE VII**

### **INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the registered agent is:

Rodney G. Romano, 824 No. Lakeside Dr., Lake Worth, Florida 33460-2708

## **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 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 the court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE IX**

### **INCORPORATOR**


The name and address of the Incorporator is:

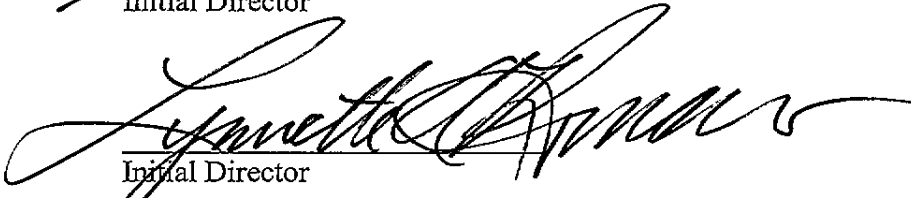
Rodney G. Romano, 824 No. Lakeside Dr., Lake Worth, Florida 33460-2708

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.

  
Signature/Registered Agent Date

  
Signature/Incorporator Date

  
Initial Director

  
Initial Director

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TALLAHASSEE, FLORIDA