

PATRICIA GESSEL  
ATTORNEY AT LAW

N01000002759

April 11, 2001

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

850-487-6051

FILED  
01 APR 16 PM 12:30  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

RE: Conch Republic Foundation for Planet Earth, Inc.

Please file the attached Articles of Incorporation (Not for Profit) for: Conch Republic Foundation for Planet Earth, Inc.

Enclosed is a check in the amount of \$78.75 for filing fee, designation of Registered Agent and a Certified Copy.

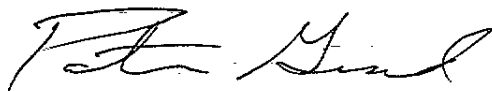
Please return the letter of acknowledgment and the certified copy to:

Patricia Gessel  
Attorney at Law  
99530 Overseas Highway, #2  
Key Largo, FL 33037

(305) 453-5277

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Thank you,  
Patricia Gessel, P.A.  
Attorney at Law



Patricia Gessel

D. WHITE APR 18 2001

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OCEAN REEF  
305-367-4260

KEY LARGO  
305-453-5277

FAX  
305-453-4985

## **ARTICLES OF INCORPORATION**

(Not for Profit)

The corporation is organized under the laws of the State of Florida, by and under the provisions of said State providing for the formation, liabilities, rights and privileges and immunities of a corporation not for profit.

We, the undersigned incorporators of this corporation in compliance with Chapter 617 of the Florida Statutes, as amended, adopt the following Articles of Incorporation.

### **ARTICLE I**

#### **NAME**

The name of the corporation shall be: Conch Republic Foundation for Planet Earth, Inc.

### **ARTICLE II**

#### **PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

120 Porto Salvo Drive  
Islamorada, FL 33036

### **ARTICLE III**

#### **PURPOSE**

This corporation is organized exclusively for charitable, scientific and educational purposes, more specifically to benefit organizations dedicated to the preservation and clean up of the environment in the Florida Keys. To this end, the corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as now enacted or hereafter amended, 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 of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

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TALLAHASSEE FLORIDA

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## **ARTICLE IV**

### **MANNER OF ELECTION**

The first Board of Directors shall be appointed and shall serve until the first annual meeting, at which time their successors are duly elected and qualified, or removed as provided in the bylaws.

## **ARTICLE V**

### **INITIAL DIRECTORS**

The number of Directors constituting the first Board of Directors is three, their names and addresses being as follows:

Name: Deborrah R. Fishman  
Address: 215 Ojibway Avenue  
Tavernier, FL 33070

Name: Niel Fishman  
Address: 1513 Ocean Shore Blvd  
Ormond by the Sea, FL 32176

Name: Robert Creegan  
Address: 18 Owens Court  
Basking Ridge, NJ 07920

## **ARTICLE VI**

### **EXEMPTION REQUIREMENTS**

At all times shall the following operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not

participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

3. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## **ARTICLE VII**

### **DURATION**

The duration of the corporate existence shall be perpetual.

## **ARTICLE VIII**

### **PERSONAL LIABILITY**

No (member) officer, or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the (members) officer, or Directors be subject to the payment of the debts or obligations of this corporation.

## **ARTICLE IX**

### **DISSOLUTION**

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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 disposed of by the District Court of the county in which the principal office of the organization 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.

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ARTICLE X

**INITIAL REGISTERED AGENT AND STREET ADDRESS**

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

Patricia Gessel, P.A.  
Attorney at Law  
99530 Overseas Highway, #2  
Key Largo, FL 33037

*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.*

  
Patricia Gessel – Registered Agent


4-12-01  
Date

ARTICLE XI

**INCORPORATOR**

The undersigned incorporator certifies that he executed these articles for the purposes herein stated.

David Fishman  
120 Porto Salvo Drive  
Islamorada, FL 33036

  
David Fishman – Incorporator

4/12/01  
Date