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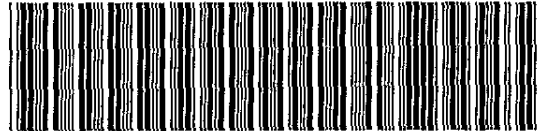
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03 JUL 28 PM 3:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TS 7/31/03

## TRANSMITTAL LETTER

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

**SUBJECT:** Project Paddle Odyssey, Incorporated  
**(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:** Susan Hofstader  
Name (Printed or typed)

3019 8th Street North  
Address

Saint Petersburg, FL 33704-2010  
City, State & Zip

727-896-6393  
Daytime Telephone number

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

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03 JUL 28 PM 3:32

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
of  
**Project Paddle Odyssey, Incorporated**

The undersigned, acting as incorporator of a Nonprofit Corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation of this Corporation:

**ARTICLE I**

The name of the Corporation shall be Project Paddle Odyssey, Incorporated.

**ARTICLE II**

The principal place of business and mailing address of this Corporation shall be: 3019 8<sup>th</sup> Street North, Saint Petersburg, Florida 33704-2010.

**ARTICLE III**

The purpose of this Corporation is to foster independence and appreciation of the natural environment among blind and low-vision individuals through design, implementation, integration and distribution of technologies which will enable them to participate in outdoor activities in wilderness settings.

This Corporation is organized exclusively for charitable and educational purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, or corresponding section of any future federal tax code.

**ARTICLE IV**

The manner in which the directors are elected or appointed shall be set forth in the Bylaws of the Corporation. The Corporation shall have no voting members other than the directors. The Officers of the Corporation may consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other Officers and Assistant Officers as may be provided for in the Bylaws or by resolution of the Board of Directors. Each Officer shall be elected by majority vote of the Board of Directors (and may be removed by majority vote of the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws or by law.

**ARTICLE V**

The number of directors of this Corporation shall be set forth in the Bylaws of the Corporation, but at all times there shall be at least three directors. The names and addresses of the initial directors are as follows:

<u>Name</u>	<u>Address</u>
Christian D. Hofstader	3019 8 <sup>th</sup> Street North, Saint Petersburg, FL 33704
Ted Henter	8335 37 <sup>th</sup> Avenue North, Saint Petersburg, FL 33710
William Mann, Ph.D.	University of Florida, Box 100164, Gainesville, FL 32610-0164

#### **ARTICLE VI**

The name and address of the initial Registered Agent and Incorporator of the Corporation is:

Name

Susan Hofstader

Address

3019 8<sup>th</sup> Street North, Saint Petersburg, FL 33704

#### **ARTICLE VII**

The period of duration of this Corporation is perpetual. In the event of the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code and to such qualified organization or organizations as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation or to such qualified organization or organizations as said court shall determine. For purposes of this Article, an organization is a "qualified organization" only if, at the time of receiving such assets, it is operated exclusively for the purposes described in Section 170(c)(1) or 170(c)(2)(B) of the Code and is described in Section 509(a)(1), (2) or (3) of the Code.

#### **ARTICLE VIII**

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

1. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that this Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these articles. If the Corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the Corporation and no part of the income or assets of the Corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under Section 501(c)(3) of the Code.

2. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Code), and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

3. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

## ARTICLE IX

Solely for the foregoing Purposes, the Corporation shall have the following powers:

1. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, loan, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property.

2. To engage in and transact any other lawful activity, solely in furtherance of the foregoing Purposes, for which nonprofit corporations may be incorporated under the Florida Not for Profit Corporation Act, and any successor or amendment to said Act.

3. To do such other things as are incidental to the powers of the Corporation or necessary or desirable in order to accomplish the Purposes of the Corporation.

4. To modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations, if in the sole judgment of the Board of Directors (without the approval of any trustee, custodian, or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of the areas served by the Corporation, notwithstanding any conflicting formal or informal understanding or any provision in any instrument that creates or adds a fund or trust to the Corporation or evidences any gift, bequest or devise to the Corporation or such fund or trust.

5. To replace any participating trustee, custodian, or agent for breach of fiduciary duty under the laws of the State of Florida or for failure to produce reasonable return of net income (or appreciation when not inconsistent with the Corporation's need for current income) with due regard to safety of principal, over a reasonable period of time, as determined by the Board of Directors. Upon the exercise of the power to replace any participating trustee, custodian, or agent, the Board of Directors shall have the power to select a successor trustee, custodian, or agent to whose custody the fund or funds held by the former trustee, custodian, or agent shall be transferred.

a) In determining whether there is a reasonable return of net income there shall be excluded from such determination such assets as are held for the active conduct of this Corporation's exempt activities; and such determination shall be made separately with respect to each restricted fund and shall be made in the aggregate with respect to the unrestricted funds of this Corporation. A "restricted fund" shall mean a fund, any income of which has been designated by the donor of the gift or bequest to which such income is attributable as being available only for the use or benefit of a named charitable organization or agency or for the use or benefit of a particular class of charitable organizations or agencies, the members of which are readily ascertainable and are less than five in number.

b) If it appears that there may be grounds for exercising the powers described herein with respect to any fund the Board of Directors shall notify the participating trustee, custodian, or agent involved and provide a reasonable opportunity for

explanation and/or correction. Before exercising this power, the Board of Directors may seek advice of legal counsel as to whether a breach or failure has been committed under the laws of the State of Florida. The Board of Directors shall exercise a power described in this Article only upon the vote of a two-thirds majority of the members of the Board of Directors.

#### **ARTICLE X**

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

#### **ARTICLE XI**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them.

#### **ARTICLE XII**

The Corporation shall indemnify each Director and Officer, including former Directors and Officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the Corporation be an organization the Officers and Directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

#### **ARTICLE XIII**

Corporate existence shall commence upon the filing of these Articles of Incorporation with the Florida Department of State.

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

**PROJECT PADDLE ODYSSEY, INCORPORATED**

Pursuant to the provisions of Sections 617 and 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.


1. The name of the corporation is Project Paddle Odyssey, Incorporated.
2. The name and address of the registered agent and office are:

Susan Hofstader  
3019 8<sup>th</sup> Street North  
St. Petersburg, Florida 33704

SIGNATURE:   
TITLE: Susan Hofstader, Incorporator

DATE: July 24, 2003

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE:   
Susan Hofstader, Registered Agent

DATE: July 24, 2003

03 JUL 28 PM 3:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**