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From: RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.

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FLORIDA NON-PROFIT CORPORATION

Blue Space, Inc.

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ARTICLES OF INCORPORATION
OF
BLUE SPACE, INC.

(A Corporation Not For Profit)

ARTICLE I
NAME OF THE CORPORATION

The name of the corporation is Blue Space, Inc. (the "Corporation").

ARTICLE II
EXISTENCE

The Corporation's existence shall commence immediately upon the filing of these Articles and shall be perpetual.

ARTICLE III
PRINCIPAL OFFICE AND MAILING ADDRESS

The Corporation's principal office and mailing address are 3115 Harbor View Avenue, Tampa, Florida, 33611.

ARTICLE IV
PURPOSE

The Corporation is formed solely for scientific, charitable and educational purposes to promote, protect, preserve, conserve, restore and support the health, beauty and welfare of the Tampa Bay estuary, its tributaries, connecting waters, habitats and environs ("Tampa Bay") for the betterment of the communities and people who benefit from and enjoy Tampa Bay (such communities and people being collectively referred to herein as the "Community") and for the related advancement and promotion of the public good. In furtherance of these purposes, the Corporation shall be empowered to:

- (a) Sponsor, host, organize, support and promote benefits and other events to raise money and awareness to advance the Corporation's purposes;
- (b) Initiate, participate in, organize, sponsor, support and promote programs to educate the Community, train individuals and raise awareness regarding the health, beauty and welfare of Tampa Bay, its benefits to the Community and the challenges that it faces;
- (c) Initiate, participate in, organize, sponsor, support and promote individual and group efforts to promote, protect, restore and support the health, beauty and welfare of Tampa Bay (including, without limitation, hands-on restoration, conservation and protection projects);

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(d) Initiate, participate in, organize, sponsor, support and promote programs that will strengthen the bonds between Tampa Bay and the Community, including programs intended to promote the Community's enjoyment of and respect for Tampa Bay, and to leverage the strength of such bonds and enjoyment to advance the Corporation's purposes;

(d) Obtain money or property by grant, contribution, gift, bequest, devise or otherwise and invest and reinvest the same, and apply the income and principal thereof as the Board of Directors of the Corporation may from time to time determine (including, without limitation, making contributions or donations to any charitable, educational and similar not for profit organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (the "Code") and whose work, activities or purposes advance the purposes of the Corporation), in each case, exclusively for the foregoing purposes; and

(e) Engage in any and all lawful activities necessary or useful in accomplishing the foregoing purposes, except as restricted herein in or by applicable law.

In furtherance of the foregoing purposes, except as set forth in Article V and elsewhere in these Articles, the Corporation shall have all the general powers enumerated in Section 617.0302 of the Florida Not For Profit Corporation Act (Florida Statutes, Chapter 617) as the same may be amended from time to time (the "Act") and such other powers now or hereafter permitted by law for a corporation organized for the foregoing purposes, including the power to solicit grants and contributions for any corporate purpose, exclusively for the foregoing purposes.

ARTICLE V **LIMITATIONS**

Notwithstanding any other provision of these Articles, the Corporation is organized exclusively for charitable, scientific and educational purposes, and shall not carry on any activities not permitted to be carried on:

- (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code; or
- (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

The Corporation is not formed for pecuniary profit or for financial gain and no part of its assets, income or profit shall inure to the benefit of, or be distributed to its members, trustees, directors, officers or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except to the extent permitted by the Code pursuant to an election under Section 501(h) of the Code or otherwise, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE VI
DIRECTORS

Directors of the Corporation shall be elected in the manner set forth in the Bylaws of the Corporation.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The name and Florida street address of the Corporation's initial registered agent are: Mark A. Danzi, 3115 Harbor View Avenue, Tampa, Florida 33611.

ARTICLE VIII
INCORPORATOR

The name and address of the Corporation's incorporator are: Mark A. Danzi, 3115 Harbor View Avenue, Tampa, Florida 33611.

ARTICLE IX
LIABILITY OF DIRECTORS; INDEMNIFICATION

To the fullest extent permitted by the Act and any other applicable law, as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director or officer of the Corporation or any predecessor of the Corporation, or serves or served at any other enterprise as a director or officer at the request of the Corporation or any predecessor to the Corporation.

Neither any amendment nor repeal of this Article IX, nor the adoption of any provision of the Corporation's Articles of Incorporation inconsistent with this Article IX, shall eliminate or reduce the effect of this Article IX in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article IX, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.


Expenses (including attorneys' fees and expenses) incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors upon receipt of an undertaking by or on behalf of the indemnified person to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation or if the amount of the expenses so advanced exceed the indemnification to which he or she is entitled.

ARTICLE X
PERMANENT DEDICATION OF ASSETS

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 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 by a court of competent jurisdiction in the county in which the principal place of business 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.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of December 29, 2003.



Mark A. Danzi
Incorporator

STATEMENT OF ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned submits the following Statement of Acceptance of Appointment as Registered Agent of Blue Space, Inc.

The name and Florida street address of the registered agent are Mark A. Danzi, 3115 Harbor View Avenue, Tampa, Florida 33611.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this Statement of Acceptance of Appointment as Registered Agent and in the Articles of Incorporation of the above stated corporation, 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 as provided for in Chapter 617, Florida Statutes.


Mark A. Danzi