

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

Ocean Reef Monitor, Inc.

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ARTICLES OF INCORPORATION

OF

OCEAN REEF MONITOR, INC.

The undersigned, for the purpose of forming a corporation not for profit under the laws of Florida, pursuant to Chapter 617, Florida Statutes (2003), hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of this corporation is OCEAN REEF MONITOR, INC.

ARTICLE II

Initial Principal Office or Place of Business

The initial principal office or place of business of this corporation is as follows:

11320 Distribution Avenue East
Jacksonville, Florida 32256

ARTICLE III

Duration

This corporation shall exist perpetually, commencing upon the filing of these Articles with the Florida Secretary of State, unless the corporation is dissolved according to law.

ARTICLE IV

Purposes for Which Organized

The purpose of this corporation is primarily literary and educational in nature. To that end, this corporation shall operate exclusively within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding or similar section of any future or subsequent federal tax code. To the extent consistent with the foregoing, the corporation will primarily disseminate and publish information and various points of view concerning issues of business and management relating to the Ocean Reef Club, Key Largo, Florida.

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This corporation may receive, administer and distribute funds; take and hold by bequest, devise, gift, grant, purchase, lease, finance, refinance, mortgage, exchange or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; maintain, improve or otherwise manage any such property; sell, convey, or otherwise dispose of any such property; and invest, reinvest, or deal with the principal or income thereof, and may otherwise exercise any and all other powers available to corporations organized pursuant to the Florida Not for Profit Corporation Act, in connection with its literary and educational purposes as determined by the Board of Directors, and do all things necessary or desirable in connection therewith. This corporation shall not engage in any activities or exercise any powers that are not in furtherance of the aforesaid purposes of this corporation.

ARTICLE V

Qualification of Members

Whether this corporation shall have members, the qualification of such members, and all rights relating thereto, shall be determined by the Corporate Bylaws.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 200 West Forsyth Street, Suite 1100, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is Russell H. Showalter, Jr.

ARTICLE VII

Board of Directors; Officers

This corporation shall have no less than seven (7) directors initially, who shall manage its affairs. The method of election of directors of the corporation shall be set forth in the Bylaws. The number of directors may be increased or diminished from time to time by amendment of the Corporate Bylaws, but shall never be greater than twenty-five (25) nor fewer than three (3). The qualifications of the directors, together with their terms of office, manner of election and removal, change of number, filling of vacancies and of newly created directorships, powers, duties and liabilities shall, except as otherwise provided in these Articles or the laws of the State of Florida, shall be prescribed in the Bylaws. The directors shall elect the officers of the corporation in the manner provided in the Bylaws. The directors and the officers of the corporation shall serve without compensation, unless approved by a majority of the entire Board of Directors.

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ARTICLE VIII

This corporation is organized under a non-stock basis.

ARTICLE IX

Incorporator

The names and street addresses of the person(s) signing these Articles are:

Richard A. Bedard
11320 Distribution Avenue East
Jacksonville, Florida 32256

ARTICLE X

Bylaws

The initial Bylaws of this corporation shall be adopted by the Board of Directors. The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors; provided, however, that the Board of Directors may not alter or repeal a bylaw or amendment thereto so as to conflict with these Articles of Incorporation.

ARTICLE XI

Amendment to Articles of Incorporation

These Articles of Incorporation may be amended by a vote of a majority of the entire number of directors of the corporation at any annual meeting thereof, or at a special meeting of the directors called for that purpose, provided at least ten (10) days notice is given for such meeting and the proposed amendment is stated in such notice.

ARTICLE XII

Indemnification

The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents of the corporation to the full extent permitted by law. Without limiting the generality of the foregoing:

(a) The corporation, to the extent required by Sections 617.0831, 607.0831 and 607.0850, Florida Statutes, as the same may be amended and supplemented, shall indemnify only those persons whom the Florida Not for Profit Corporation Act, as the same may be amended

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and supplemented, permits or requires it to indemnify, and then to the fullest extent so permitted or required.

(b) The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer employee or agent and shall inure to the benefit of the heirs, representatives and administrators of such person.

(c) This corporation is authorized to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and/or incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE XIII

Qualification as Exempt Organization

It is the intent of the incorporator that the corporation shall qualify as an "exempt literary and educational corporation" as described in Section 501(c)(3) of the Code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the 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 Article IV hereof.

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 publishing or distribution of statements with regard thereto), any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other 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 the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.


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ARTICLE XIVDistribution of Assets upon Dissolution

Upon the dissolution of the corporation, all of the corporation's assets and property of every nature and description remaining after the payment or making provisions for payment of all liabilities and obligations of the corporation (but not including assets held by the corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution), shall be distributed to an exempt organization whose purposes are consistent with the purposes of this corporation. Any such assets not so disposed of shall be disposed of by the circuit court 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 purposes which are consistent with the purposes of this corporation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 2nd day of April, 2004.


 RICHARD A. BEDARD
 Incorporator of
 Ocean Reef Monitor, Inc.

STATE OF FLORIDA
 COUNTY OF DUVAL

The foregoing instrument was executed, sworn to and acknowledged before me by RICHARD A. BEDARD this 2nd day of April, 2004. Said affiant ☒ is personally known to me or ☐ produced _____ as identification.


 Eric M. Wilson
 Notary Public, State of Florida at Large
 My commission expires _____
 [Notarial Seal]

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CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

IN COMPLIANCE WITH SECTIONS 48.091, 617.0202 AND 617.0501, FLORIDA STATUTES (2003), THE FOLLOWING IS SUBMITTED:

FIRST--THAT OCEAN REEF MONITOR, INC., DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA AS A CORPORATION NOT FOR PROFIT, WITH ITS INITIAL PRINCIPAL PLACE OF BUSINESS AT 11320 DISTRIBUTION AVENUE EAST, JACKSONVILLE, FLORIDA 32256, HAS DESIGNATED THE FOLLOWING REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA AT THE REGISTERED OFFICE SHOWN BELOW:

1. REGISTERED AGENT: Russell H. Showalter, Jr.
2. REGISTERED OFFICE: 200 West Forsyth Street, Suite 1100
Jacksonville, Florida 32202

OCEAN REEF MONITOR, INC.

By: 

Richard A. Bedard
Incorporator

DATE: April 2, 2004.

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-NAMED FLORIDA CORPORATION NOT FOR PROFIT, AT THE REGISTERED OFFICE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES. I AM FAMILIAR WITH, AND ACCEPT, THE OBLIGATIONS PROVIDED FOR IN SECTIONS 607.0505 AND 617.0503, FLORIDA STATUTES (2003).


Russell H. Showalter, Jr.

DATE: April 2, 2004

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