

NO4000004004

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

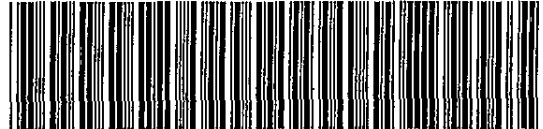
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

No copy

Office Use Only



400032949864

04/19/04--01056--006 **70.00

FILED
04 APR 19 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04-22-04
13.

SHELL, FLEMING, DAVIS & MENGE
ATTORNEYS AT LAW

BRADEN K. BALL, JR.
MAUREEN DUIGNAN
Board Certified Criminal Trial Lawyer
Also Licensed In New York
THOMAS J. GILLIAM, JR.
BRIAN W. HOFFMAN
CHARLES L. HOFFMAN, JR.
LL.M. in Taxation
MATTHEW C. HOFFMAN
DANNY L. KEPNER
Board Certified Civil Trial Lawyer
JASON R. MOSLEY
LL.M. in Taxation
ROBERT C. PALMER, III
Board Certified Civil Trial Lawyer
STEPHEN B. SHELL
Board Certified Real Estate Lawyer
JOHN B. TRAWICK
TIFFANY T. WOODWARD
Also Licensed In Alabama
SUSAN A. WOOLF

JASON R. MOSLEY

TELEPHONE • (850) 434-2411 ext. 105
FACSIMILE • (850) 435-1074
E-MAIL • jmosley@shellfleming.com

OF COUNSEL:
THURSTON A. SHELL
FLETCHER FLEMING
M. J. MENGE

ROLLIN D. DAVIS, JR.
(1932-2002)

226 PALAFOX PLACE
NINTH FLOOR, SEVILLE TOWER
PENSACOLA, FLORIDA 32501

MAIL TO:
POST OFFICE BOX 1831
PENSACOLA, FLORIDA 32598-1831

April 14, 2004

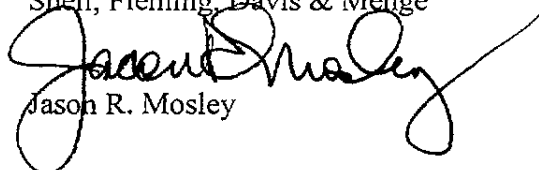
Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

RE: Diapause Research Foundation, Inc.

Dear Ladies and Gentlemen:

Enclosed please find the original and one copy of the ARTICLES OF INCORPORATION for the above incorporation. I would appreciate your filing the original Articles and returning a stamped copy to me in the enclosed pre-addressed, self-stamped envelope. Check #012279 in the amount of \$70.00 for the required filing fee is enclosed.

Yours sincerely,
Shell, Fleming, Davis & Menge


Jason R. Mosley

JRM:rm
Enclosures
MM238.00000

ARTICLES OF INCORPORATION
OF
DIAPAUSE RESEARCH FOUNDATION, INC.,
A FLORIDA CORPORATION NOT FOR PROFIT

FILED
04 APR 19 PM 1:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

ARTICLE 1. Name. The name of the Corporation is: DIAPAUSE RESEARCH FOUNDATION, INC.

ARTICLE 2. Principal Place of Business The Principal place of business of the Corporation is: 1924 Creighton Rd., Pensacola, FL 32504. The mailing address for the business is: PO Box 10852, Pensacola, FL 32524.

ARTICLE 3. Not For Profit. The Corporation is a corporation not for profit as defined in Section 617.01, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under law.

ARTICLE 4. Duration. The duration of the Corporation is perpetual.

ARTICLE 5. Purposes. The Corporation is organized, and shall be operated exclusively for, the following purposes:

A. To do charitable, educational, religious or scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, 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, lease, mortgage, convey, option, donate or other-wise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE 6. Limitation. No part of the net earnings of the Corporation shall inure to the

benefit of or be distributable to its Members, Trustees, Directors, Officers, or other private person, 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 4 (Purposes) 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) 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 Internal Revenue Code (or 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 Internal Revenue Code (or corresponding section of any future Federal tax code).

ARTICLE 7. Members. The Corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

<u>Name</u>	<u>Address</u>
Dr. Eugene Hull	PO Box 10852, Pensacola, FL 32524

ARTICLE 8. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 1924 Creighton Rd., Pensacola, FL 32504, and the name of its initial Registered Agent at that address is Eugene Hull.

ARTICLE 9. Initial Board of Directors. The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is three. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3). The Voting Members shall elect the Directors at an annual meeting of Voting Members. The Bylaws may provide for ex officio and honorary Directors, and their rights and privileges. The name and address of each initial Director of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Eugene Hull, Ph.D.	PO Box 10852, Pensacola, FL 32524
Gregory Hull, DDS	c/o PO Box 10852, Pensacola, FL 32524
Jonathan R. Matias	c/o PO Box 10852, Pensacola, FL 32524

ARTICLE 10. Officers. The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors (any may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President	Eugene Hull, Ph.D.	PO Box 10852, Pensacola, FL 32524
Secretary	Eugene Hull, Ph.D.	PO Box 10852, Pensacola, FL 32524
Treasurer	Eugene Hull, Ph.D.	PO Box 10852, Pensacola, FL 32524

ARTICLE 11. Incorporators. The name and address of each Incorporator is as follows:

<u>Name</u>	<u>Address</u>
Eugene Hull, Ph.D.	PO Box 10852, Pensacola, FL 32524

ARTICLE 12. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Florida General Corporation Act and the Florida Not For Profit Corporation Act.

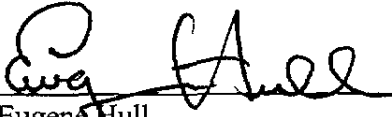
ARTICLE 13. Bylaws. The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors. The provisions of Section 607.081, Florida Statutes (1987), as amended from time to time, shall govern the Bylaws.

ARTICLE 14. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation.

ARTICLE 15. Non-stock Basis. The Corporation is organized and shall be operated on a non-stock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership or proprietary interest in the Corporation.

ARTICLE 16. Dissolution. Upon 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, i.e., charitable, educational, religious or scientific (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 public purpose.

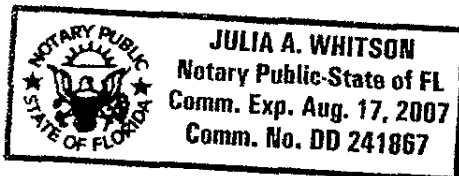
IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 9th day of April, 2004.


Eugene Hull

STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME personally appeared Eugene Hull, to me well known and known to me to be the person described in and who executed the forgoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 9th day of April, 2004.




NOTARY PUBLIC, STATE OF FLORIDA
Commission Number: _____
Commission Expiration Date: _____

ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED HEREBY accepts the appointment as Registered Agent of
DIAPAUSE RESEARCH FOUNDATION, INC., which is contained in the foregoing Articles of
Incorporation.

DATED this 9th day of April, 2004.



Eugene Hull, Registered Agent