



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 20, 2004

SEA CHANGE FOUNDATION, INC.
19755 NE 36TH CT
AVENTURA, FL 33180

SUBJECT: SEA CHANGE FOUNDATION, INC.

This letter will confirm that due to a clerical error the above referenced corporation was incorrectly filed as a PROFIT(P00000115738) corporation. Please be advised, we have corrected our records to reflect this corporation as a NONPROFIT corporation and assigned new document number N04000005014 with the original file date of December 14, 2000.

Any annual reports/uniform business reports submitted this office should reflect the new document number.

We sincerely apologize for any inconvenience this error may have caused you.

Should you have any questions please feel free to contact this office at the address indicated below.

Sincerely,
RoseAnn Varnadore
Document Specialist Supervisor
New Filings Section

Letter number: 204A00035175

N04000005014

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

SUBJECT: Sea Change FOUNDATION
 (PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

600003501076--2

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*****87.50 *****87.50

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: Thomas W. White
 Name (Printed or typed)

19755 NE 36 Ct.
 Address

Aventura, Florida 33180
 City, State & Zip

305-933-8996
 Daytime Telephone number

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 SECRETARY OF STATE
 TALLAHASSEE, FL 32314

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

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 WC

SEA CHANGE FOUNDATION, INC.
ARTICLES OF INCORPORATION

FIRST: The name of the Corporation (which is hereafter called the "Corporation")
is: SEA CHANGE FOUNDATION, INC

SECOND: The post office address of the principal office of the Corporation in this
State is 19755 NE 36th Court, Aventura, Florida 33180.

THIRD: The purposes for which the Corporation is formed are:

(a) The Corporation is organized exclusively for educational and charitable purposes, 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 1986 (or the corresponding provision of any future United States Internal Revenue Law). Specifically, the Corporation is authorized to receive and administer funds for such charitable and educational purposes, all for the public welfare, and for no other purposes. To that end to take and hold, by bequest, devise, gift, purchase, or lease either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitations as to amount of value, except such limitations, if any, as may be imposed by law. To sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received. To receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it

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is to be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than an organization or for other than purposes within the meaning of such terms as defined in Article THIRD of these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501 (c)(3) of the Internal Revenue Code of 1986, as now in force or afterwards amended. To receive, take title to, hold and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign or government or governments foreign or domestic, federal, state or local, but only for the foregoing purposes or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Florida Statutes for scientific, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) 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 THIRD 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 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 of 1986 or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170

(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(c) In these Articles of Incorporation and in any amendments thereto, references to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, or organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting, to influence legislation, and which do 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. It is intended that the organization described in this Article THIRD, subparagraph (d), shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

(d) In these Articles of Incorporation and in any future amendments thereto, the term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific, literary, or educational purposes within the meaning of those terms as used in section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

FOURTH: The number of Directors of the Corporation shall be three (3) which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than three (3). The directors of the Corporation shall be appointed and or elected as provided for in the bylaws of the Corporation.

FIFTH: The names of the Directors, who shall act until the first annual meeting or

until their successors are duly chosen and qualified, are:

Thomas W. White - 19755 NE 36th Court, Aventura, Florida 33180

Kathleen A. Boland - 19755 NE 36th Court, Aventura, Florida 33180

Richard Philipson - 8601 Georgia Avenue, Silver Spring, Maryland.

SIXTH: The name and post office address of the Resident Agent of the Corporation in this State is Thomas W. White, 19755 NE 36th Court, Aventura, Florida 33180. Said Resident Agent is an individual actually residing in this State.

SEVENTH: The name and address of the Incorporator is:

Thomas W. White - 19755 NE 36th Court, Aventura, Florida 33180

EIGHTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization (as hereinafter defined) of this or any other State, having a similar or analogous character or purpose, in some way associated with or connected with the corporation to which the property previously belonged.

NINTH: The Corporation may by its Bylaws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Florida or of the United States.

TENTH:

(a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section

4941(d) of the Internal Revenue code of 1986, or corresponding provisions of any subsequent federal tax laws.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue code of 1986, or corresponding provisions of any subsequent federal tax laws.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue code of 1986, or corresponding provisions of any subsequent federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Having been named as registered agent to accept service of process for the above named corporation at the place designated in these Articles, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

12/13/2000
Date

Thomas W. White
Thomas W. White

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 13 day of December and I acknowledge the same to be my act and deed.

Thomas White
Thomas White
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