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TALLAHASSEE FLORIDA

J. Shivers AUG 05 2005



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 523142 81624A

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pigato

ORDER DATE : August 4, 2005

ORDER TIME : 9:26 AM

ORDER NO. : 523142-005

CUSTOMER NO: 81624A

CUSTOMER: Ms. Ellie Garcia
J. Patrick Fitzgerald, PA
Suite 3-b
110 Merrick Way
Coral Gables, FL 33134

DOMESTIC FILING

NAME: CITIZENS FOR SCIENCE AND
ETHICS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 2956

EXAMINER'S INITIALS: _____

05 AUG-14 PM 12:10
FIELD
SECRETARY OF STATE
DIVISION OF CORPORATE AFFAIRS

**ARTICLES OF INCORPORATION
OF
CITIZENS FOR SCIENCE AND ETHICS, INC.,
a Florida not for profit corporation**

The undersigned, for the purpose of forming a corporation not for profit under Chapter 617 of the Florida Statutes, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation is Citizens for Science and Ethics, Inc., a Florida not for profit corporation, and its principal place of business and mailing address is 95 S. Federal Highway, Suite 200, Boca Raton, Florida 33432, and it may be referred to herein as the "Corporation".

**ARTICLE II
PURPOSE**

The Corporation is organized as a not for profit organization exclusively for religious and charitable purposes. The specific and primary purposes of the Corporation are:

- (a) To support civic betterments and social improvements in the State of Florida.
- (b) The general purposes for which this Corporation is formed are to operate exclusively for the promotion of social welfare within the meaning of Section 501 (c) (4) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent Federal tax laws. Notwithstanding any other provision of these articles, the Corporation shall not directly or indirectly participate or intervene in the political campaigns on behalf of or in opposition to any candidate for public office or exercise any powers that are not in furtherance of the purposes of this Corporation, and the Corporation shall not carry on any any other activities not permitted to be carried on by a corporation exempt from federal income tax under Internal Revenue Code section 501(c)(4) or the corresponding provision of any future federal internal revenue law.
- (c) Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not-for-profit corporations under the laws of the State of Florida.

**ARTICLE III
QUALIFICATIONS FOR MEMBERS AND THE
MANNER OF THEIR ADMISSION**

The initial Members shall be Susan Cutaia, Claire Thuning-Roberson and Eric Laywell. Additional Members may be appointed by the initial Members.

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ARTICLE IV
ADDRESS OF REGISTERED OFFICE
NAME OF REGISTERED AGENT

The street address of the initial registered office of the Corporation is 110 Merrick Way, Suite 3-B, Coral Gables, Florida 33134. The initial Registered Agent of the Corporation is Thomas H. Courtney, Esquire.

ARTICLE V
BOARD OF DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than three (3) persons and not more than forty (40) persons, the exact number to be determined from time to time in accordance with the Bylaws. The Directors shall be elected by the Members. The Members may remove any or all of the Directors from the Board, with or without cause and at such time as they may determine, in their sole discretion.

The names and addresses of the persons who will serve as initial Directors until the first election are as follows:

Susan Cutaia
95 S. Federal Highway, Suite 200
Boca Raton, FL 33432

Claire Thuning-Roberson
521 W. Tropical Way
Plantation, FL 33317

Eric Laywell
2127 S.W. 95th Terrace
Gainesville, FL 32607

ARTICLE VI
NAME AND ADDRESS OF EACH INCORPORATOR

The name and address of the Incorporator is:

Thomas H. Courtney, Esquire
110 Merrick Way, Suite 3-B
Coral Gables, FL 33134

ARTICLE VII
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VIII
COMMENCEMENT OF EXISTENCE

The Corporation shall be deemed to commence its existence on the date of filing and assignment of charter number.

ARTICLE IX
BYLAWS

The Directors shall adopt Bylaws for the Corporation. The Bylaws may be amended, altered, modified or revoked by the Directors in any manner permitted by the Bylaws.

ARTICLE X
OFFICERS

Section 1. The Officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers and may be provided in the Bylaws. A person may hold more than one office at one time. Such Officers shall be elected by the Directors.

Section 2. The names of the persons who shall serve as the initial Officers of the Corporation are:

<u>NAME</u>	<u>OFFICE</u>
Susan Cutaia	President
Eric Laywell	Vice President/Treasurer
Claire Thuning-Roberson	Secretary

ARTICLE XI
POWERS

Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not-for-profit corporations under the laws of the State of Florida.

ARTICLE XII
LIMITATIONS ON ACTIVITIES

Section 1. No substantial part of the activities of this Corporation shall consist of participating or intervening, including publishing or distributing statements, in any political campaign on behalf of any candidate for public office.

Section 2. All corporate property is irrevocably dedicated to the purposes set forth in Article II herein. No part of any net earnings shall inure to the benefit of any of its directors, trustees, officers, members or to individuals.

Section 3. On the winding up and dissolution of this Corporation, after paying or adequately providing for debts, obligations, and liabilities of the Corporation, the remaining assets of this Corporation shall be distributed to such organizations as determined by the Directors which have established its tax

exempt status under Internal Revenue Code section 501(c)(3) or corresponding provisions of any future federal internal revenue law.

ARTICLE XIII
AMENDMENT OF THE ARTICLES OF INCORPORATION

These articles may be amended, altered, modified or revoked only upon the vote of the majority of the Directors.

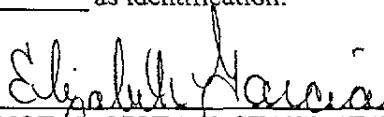
IN WITNESS WHEREOF, I, the undersigned subscribing Incorporator, have hereunto set my hand and seal this 3 day of August, 2005, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.



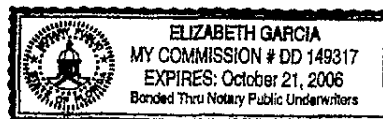
Thomas H. Courtney, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 3rd day of August, 2005, by **Thomas H. Courtney**, as Incorporator of **Citizens for Science and Ethics, Inc., a Florida not for profit corporation**, on behalf of the Corporation. (Check One) [☒] He is personally known to me or [☐] He has produced N/A as identification.



NOTARY PUBLIC-STATE OF FLORIDA
At Large.
Print, type or stamp Notary name:



ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent for Citizens for Science and Ethics, Inc., a Florida not for profit corporation (the "Corporation"), at the office stated above, I hereby agree to act in this capacity. I am familiar with and accept the obligations of Section 617.0503 Florida Statutes, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.



Thomas H. Courtney, Esq.
Registered Agent

JPF/cg/1-649/JPF-ART-INC-8-3-2005

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