

May 12 2006 2:51PM

HP LASERJET F4500

Division of Corporations

http://efile.sundez.org/scripts/efilcovr.exe

N06000005238

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H06000133097 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : A 1 A CORPORATE SERVICES, INC.
Account Number : I20010000247
Phone : (800) 494-3124
Fax Number : (305) 675-2811

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 MAY 12 PM 12:49

FILED

FLORIDA PROFIT/NON PROFIT CORPORATION

Association for Marine Ecology, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help

D. WHITE MAY 15 2006

H060001330 97 3

06 MAY 12 PM 12:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Association for Marine Ecology, Inc.

A Florida Corporation Non Profit

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of incorporation.

ARTICLE I

The name of the corporation shall be Association for Marine Ecology, Inc. (the "Corporation"). Said corporation is organized exclusively for charitable, educational and scientific purposes including for such purposes the making of distributions to organizations under section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code).

ARTICLE II

The street address of the initial principal office of the Corporation shall be 7135 COLLINS AVE UNIT 1732 MIAMI BEACH, FLORIDA 33141

ARTICLE III

This corporation was specifically created to the private and business sectors for donations. The funds raised are to be used to increase awareness of marine biology, their ecosystems, the coral reefs, research, scholarships, educations, and conservations of species under pressure from over fishing and pollution. The following species will be the focus of the research, education and aquaculture: Coral Reefs, Queen Conch, Caribbean Spiny Lobster, marine Shrimp, Nassau Grouper, Cobia, Pompano, Red Drum, Natural Sponges, Seaweed, Caribbean King Crab and Mollusks. These species have all been over fished and are in need of a center for Aquaculture that will dually handle Hatchery Technology, Nursery and Grow-Out as well as provide an educational foundation for the on going studies and success of these species and others that are in danger.

The Corporation shall also be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which corporations not for profit may be incorporated under Chapter 617, Florida Statutes, as amended and supplemented. No part of the net earnings of the corporation 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 and empowered 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, and the corporation shall not participate in or intervene in (including the publishing or distribution of

H060001330 97 3

40600001330973

statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

ARTICLE IV

The initial directors and officers shall be as hereinafter designated:

ERIC AVITABILE
7135 COLLINS AVE UNIT 1732
MIAMI BEACH, FLORIDA 33141

Director

BRUCE AVITABILE
7135 COLLINS AVE UNIT 1732
MIAMI BEACH, FLORIDA 33141

Director
President

KATHLEEN LANZALOTTO
7135 COLLINS AVE UNIT 1732
MIAMI BEACH, FLORIDA 33141

Director
Vice-President

SHARI IVES
79-11 GORDON PLACE
FAIR LAWN, NJ 07410

Treasurer

The succeeding officers and directors of the Corporation shall be elected in accordance with terms and conditions set forth in the bylaws for the Corporation.

ARTICLE V

The Corporation shall have all of the powers conferred upon corporations organized pursuant to the provisions of Chapter 617, Florida Statutes, as amended and supplemented.

Notwithstanding any provision contained in these articles, the corporation is required to distribute its income for each taxable year at the times and in the manner as not to subject the corporation to tax under section 4942 of the Internal Revenue Code. In addition, the Corporation shall not, during any period and to the extent it is a private foundation described in section 509 of the Internal Revenue Code, (a) engage in any act of self-dealing; (b) retain any excess business holdings; (c) make any investments in a manner as to subject the corporation to tax under section 4944 of the Internal Revenue Code; or (d) make any taxable expenditure as defined in section 4945(d) of the Internal Revenue Code.

ARTICLE VI

The corporation shall be perpetual. Upon the dissolution of this non-profit corporation assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue code 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 a public

40600001330973

4060001330973

purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations as the court shall determine.

ARTICLE VII

The street address of the initial registered office of the Corporation is 92 SADBERRY RD. QUINCY FL 32351, and the initial registered agent of the Corporation at that address is ALA REGISTERED AGENT INC.

ARTICLE VIII

The name and address of the incorporator for the Corporation is KATHLEEN LANZALOTTO, 7135 Collins Ave Unit 1732 Miami Beach, Florida 33141

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this MAY 1, 2006.


KATHLEEN LANZALOTTO, Incorporator

4060001330973

4060001330973

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE

PURSUANT TO FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is
Association for Marine Ecology, Inc.
2. The name and address of the registered agent is: A1A REGISTERED
AGENT INC., 92 SADBERRY RD. QUINCY FL 32351

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.



A1A REGISTERED AGENT INC., Registered Agent

FILED
06 MAY 12 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4060001330973