

N06000006076

(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:

Office Use Only



900029599729

03/02/04--01015--023 **78.75

FILED
TALLAHASSEE, FLORIDA

04 MAR -1 PM 1:18

FILED

✓
3/10/04

Mark E. Simpson
Financial & Tax Consultant
1306 San Jose Road
St. Augustine, FL 32086
(904) 669-0769

February 26, 2004

Department of State
Division of Corporations
Corporate Filings
PO Box 6327
Tallahassee, FL 32314

RE: Marine Resource Enhancement, Inc.

Dear Sir or Madam

Enclosed please find the original Articles of Incorporation and Designation of Registered Agent on behalf of Marine Resource Enhancement, Inc., together with my client's check in the amount of \$78.75 to cover the cost of registration and one (1) certified copy.

Thank you for your attention to this matter, and please do not hesitate to contact me if you have any questions.

Sincerely,


Mark E. Simpson

cc. David Miles

ARTICLES OF INCORPORATION

OF

Marine Resource Enhancement, Inc.

FILED

04 MAR -1 PM 1:18

**CLERK OF STATE
TALLAHASSEE, FLORIDA**

ARTICLE I

Name and Office Address

The name of the corporation is Marine Resource Enhancement, Inc.

The principal office and mailing address of the Corporation is 4255 US1 South, Unit 2, St. Augustine, FL 32086.

ARTICLE II

Duration

The corporation shall have perpetual existence.

ARTICLE III

Purpose

Educational, scientific, and charitable. Design, build, and place artificial reef systems in marine ecosystems. Save landfill space by placing clean construction debris in offshore marine environments. More specifically, such purposes, include, but are not limited to the advancement of scientific knowledge by the study of the effects of man made structures on the near shore and off shore marine ecosystems.

Corporation will serve an educational purpose by having marine science, biology, and building & materials students design, place and observe the results of these structures.

A humanitarian, charitable, aspect of this organization will be provided by an increase in the number and type of marine species.

ARTICLE IV

Address

The initial registered office of this corporation is 4255 US1 South, Unit 2, St. Augustine FL, 32086. The name of the initial registered agent at such address is David Miles.

ARTICLE V

Director

The corporation shall have one director and chairperson initially, whose name and street address are as follows:

David Miles
4255 US1 South, Unit 2
St. Augustine, FL 32086

ARTICLE VI

Subscriber

The name and address of the incorporator of this corporation is as follows:

David Miles
4255 US1 South, Unit 2
St. Augustine, FL 32086

ARTICLE VII

Board of Directors – Method and Term of Appointment

1. The Board of Directors (BOD) shall consist of five individual members of Marine Resource Enhancement (MRE) and shall include a chairperson, a secretary and a treasurer.
2. The BOD shall maintain awareness of and discuss issues relevant to the organizations goals and purposes and help to further MRE's goals and purposes.
3. The BOD shall hold face to face or teleconferencing meetings on a regular semi-annual basis and in addition may hold special meetings if necessary. A forum consists of 3 BOD members.
4. The time, place and agenda of each BOD meeting shall be publicized one week in advance of the meeting, or as soon thereafter as feasible.
5. The chairperson is responsible for calling BOD meetings and organizing the agenda. For purpose of incorporation papers, the chairperson shall also be known as the president.
6. The secretary shall take minutes at all BOD meetings and make them available to all BOD members in a timely fashion.
7. The treasurer shall collect all dues and other monies and deposit them in the organizations' checking account, shall pay all bills by check, shall keep records of all transactions and shall publicly post a quarterly financial report.
8. Board members shall be appointed by the chairperson to two year terms that begin on January 1 of each year. Terms of office shall be staggered with three board positions being filled in even numbered years and two board positions being filled in odd numbered years.
9. If an office is vacated before expiration of its term, an appointment to fill the vacancy shall take place within three months. A partial term so created of six months or less will not count toward the two-consecutive-term limitation.
10. A BOD member may be removed by the president.

ARTICLE VIII

Miscellaneous

The following guidelines will apply to the operations of the corporation:

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, 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 III.
2. Except as provided by law, a director of the corporation is not personally liable to the corporation or its members for monetary damages for a breach of the officers fiduciary duties.
3. The corporation assumes all liability to any person other than the corporation or its members of all acts or omissions of a director incurred in good faith performance of their duty as an officer occurring on or after the date of incorporation.

ARTICLE IX

Disolvement

Marine Resource Enhancement, Inc. may be dissolved by action of the president. In this event all property belonging to MRE shall be sold. Any remaining cash assets, after paying final bills shall be donated to a charitable organization or donated to another 501 c 3. All board members shall then be released from their obligations and the corporation dissolved.

ARTICLE X

Amendment

These articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, at a BOD meeting by a majority of the board.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, executed these Articles of Incorporation and certified to the truth of the facts herein, this ____ day of February, 2004.



David Miles

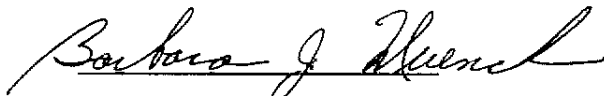
STATE OF FLORIDA)

:

COUNTY OF ST. JOHNS)

BEFORE ME, the undersigned authority, this day personally appeared David Miles, to me well known or who has produced a Florida driver's license as identification, and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above, this 26th day of February 2004.



Notary Public, State of Florida

BARBARA J. MUENCH

Printed or typed name of notary



BARBARA J MUENCH
Notary Public, State of Florida
My comm. expires June 5, 2007
Comm No. DD 220033

My commission expires:

FILED

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT & REGISTERED OFFICE

04 MAR -1 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

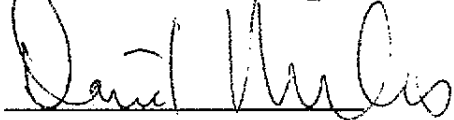
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501,
FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED
UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED
AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is Marine Resource Enhancement, Inc.
2. The name and address of the registered agent and office is:

David Miles
4255 US1 South, Unit 2
St. Augustine, FL 32086

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.

MARINE RESOURCE ENHANCEMENT, INC.



David Miles