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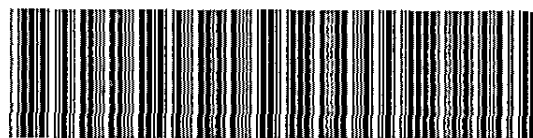
(Business Entity Name)

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COVER LETTER

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

SUBJECT: FRIENDS OF THE DOLPHIN RESEARCH CENTER, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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: Robert K. Miller, Esq., Registered Agent
Name (Printed or typed)

2975 Overseas Highway
Address

Marathon, Florida 33050
City, State & Zip

305-743-9428
Daytime Telephone number

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

ARTICLES OF INCORPORATION
FOR
FRIENDS OF THE DOLPHIN RESEARCH CENTER, INC.

06 OCT 19 PM 3:07
FRIENDS OF THE DOLPHIN RESEARCH CENTER, INC.

ARTICLE I. Corporate Name, Principal Office and Mailing Address. The name of this Corporation is FRIENDS OF THE DOLPHIN RESEARCH CENTER, INC. The initial principal office of this Corporation is 2975 Overseas Highway, Marathon, Florida 33050. The initial mailing address of this corporation is Post Office Box 500938, Marathon, Florida 33050.

ARTICLE II. Corporate Nature. This is a nonprofit corporation, organized solely for general education and civic purposes, pursuant to the Florida Corporations Non for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III. Duration. The term of existence of the Corporation is perpetual.

ARTICLE IV. General and Specific Purposes. The specific and primary purposes for which this corporation is formed is to promote and support dolphin research programs and facilities and to educate the Florida Keys business, residential and visitor communities regarding marine mammals and their habitat.

ARTICLE V. Membership. The qualification for members and the manner of their admission shall be regulated by the By-Laws for this corporation. Any adult person over the age of eighteen years shall be eligible for membership. Persons may be elected to membership upon making written application and upon receiving the approval of a majority of the Board of Directors.

ARTICLE VI. Management of Corporate Affairs. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than three (3) persons. The initial number of Directors of the corporation shall be three (3), provided, however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held. The annual election of Directors shall follow the election procedures set forth in the By-Laws.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualifications of the successors in office. Annual meetings shall be held at 11:00 A.M., on the third Tuesday of March of each year at 3421 Overseas Highway, Marathon, Florida, or such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall

have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other documents filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE VII. Earnings and Activities of Corporation. 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 IV hereof.

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 VIII. Distribution of Assets.

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization or organizations organized and operated exclusively for civic or educational purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX. Incorporators/ Directors. The names and addresses of the Incorporators/Directors of this corporation are, as follows:

Peter J. Lappin, Incorporator/Director
46 Neptune Street
Beverly, Massachusetts 01915

Joanne T. Zimmerman, Incorporator/Director
228 Noble Circle West
Jacksonville, Florida 32211

Celie M. Florence, Incorporator/Director
1509 Hermitage Road
Manakin Sabot, Virginia 23103

ARTICLE X. Amendment of By-Laws. Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporation Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the

procedure set forth therefor in the By-Laws.

ARTICLE XI. Dedication of Assets. The property of this corporation is irrevocably dedicated to educational and civic purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

ARTICLE XII. Registered Agent and Office.

The address of the corporation's registered office shall be 2975 Overseas Highway, Marathon, Florida, and the registered agent at said address shall be Robert K. Miller, Esq.

Article XIII. Amendment of Articles. Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation. We, the undersigned, being the Subscribers and Incorporators of this corporation, for the purposes of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 29 day of September 2006. and 2nd day of October 2006.

WITNESSES:

Michael Powers
Witness 1

Lorraine M. Patten
Witness 1

INCORPORATOR:

Peter J. Lappin
Peter J. Lappin, Incorporator/Director

STATE OF MASSACHUSETTS)
) SS.
COUNTY OF Essex)

The foregoing instrument was acknowledged before me this 29th day of September 2006, by Peter J. Lappin, who produced Driver's License as identification

Lorraine M. Patten
Notary Public, State of Massachusetts
My Commission Expires: 11/30/2012

WITNESSES:

INCORPORATOR:

[Signature]
Witness 1

Celie M. Florence
Celie M. Florence, Incorporator/Director

[Signature]
Witness 2

COMMONWEALTH OF VIRGINIA)
COUNTY OF Henrico) SS.

The foregoing instrument was acknowledged before me this 2nd day of October 2006, by Celie M. Florence, who produced Drivers License as identification

My Commission Expires:
09-30-2010

[Signature]
Notary Public, Commonwealth of Virginia

WITNESSES:

INCORPORATOR:

Deborah E. Baxter
Witness 1

[Signature]
Joanne T. Zimmerman, Incorporator/Director

Judy R. Turner
Witness 2

STATE OF FLORIDA)
COUNTY OF DUVAL) SS.

The foregoing instrument was acknowledged before me this 2nd day of October 2006, by Joanne T. Zimmerman, who produced in known by me as identification

ANNETTE R. HOSEA
Notary Public, State of Florida
My comm. exp. Apr. 10, 2009
Comm. No. DD 403166

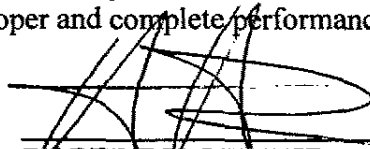
Annette R. Hosea
Notary Public, State of Florida

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place

designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

A handwritten signature in black ink, appearing to be 'Robert K. Miller', written over a horizontal line.

ROBERT K. MILLER, ESQ.
REGISTERED AGENT

Dated: September 22, 2006

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