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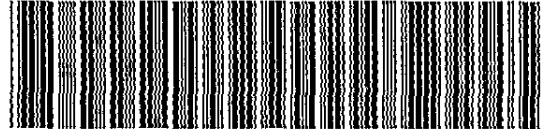
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05 DEC 27 AM 9:33

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W0554218

Dr. Noel Brown
789 Oenoke rdg
New Canaan CT 06840
(203) 966-7842

December 2, 2005

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

SUBJECT: International Ocean Institute USA

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

\$70.00 for the filing fee for a not-for-profit corporation and for the designation of the registered agent. (\$35.00 filing fee and \$35.00 designation of registered agent)

From:

Dr. Noel Brown
789 Oenoke rdg
New Canaan CT 06840

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**International Ocean Institute USA Inc. Inc.
Articles of Incorporation**

ARTICLE 1. NAME

1. The name of the Corporation is the International Ocean Institute USA Inc., and is an educational and research organization affiliated with the International Ocean Institute in Malta.

ARTICLE 2. OFFICES AND REGISTERED AGENT

1. The principal office of International Ocean Institute USA Inc., and such other offices as it may establish, shall be located at such place or places, either within or without the state of Florida, as may be designated by the Board of Directors.
2. The International Ocean Institute USA Inc. shall also continuously maintain within the state of Florida a registered office at such place as may be designated by the Board of Directors.
3. The initial principle place of business and mailing address of the corporation is:

International Ocean Institute USA Inc.
USF College of Marine Science
140 Seventh Ave South
St. Petersburg, FL 33701

ARTICLE 3. PURPOSE

The purpose of the International Ocean Institute USA Inc. is:

1. To provide a center to support healthy, peaceful, just, and sustainable ocean communities. The corporation shall operate as a public, charitable organization within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, and none of the assets or income of the corporation shall inure or pass to or benefit in any way the directors or officer of the corporation (except bonafide employees) nor shall said corporation enter into any activity which is not in the furtherance of its exempt purposes or which would prevent exemption under the provisions of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended.

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TAMPA, FLORIDA

2. To Support work in providing education, training, and advocacy for the protection of the Oceans and Ocean related issues in cooperation with the International Ocean Institute Malta and organizations with similar objectives.
3. To operate on a non-profit, non-partisan basis for the promotion of the social welfare of the United States by working for:
 - 1) The sustainability of the Ocean as "the source of life" and to uphold and expand the principle of the common heritage as enshrined in the United Nations Convention of the Law of the Sea
 - 2) The facilitation of communication between Academic, Scientific, Government and Civil Society on Ocean Issues.
 - 3) The advancement and development of a network and/or constituency for the International Ocean Institute USA to promote the concept of Pacem in Maribus, peace in the Ocean and its management and conservation for the benefit of future generations.
- 4) To provide educational resources and training for Ocean related issues.

ARTICLE 4. BOARD OF DIRECTORS

1. General Powers. Management and conduct of the affairs of International Ocean Institute USA Inc. shall be vested in and controlled by its Board of Directors, hereinafter referred to for all purposes as "the Board". The Board members are elected at the International Ocean Institute USA Inc. Annual Meeting by the Board of Directors or as otherwise provided for in the International Ocean Institute USA Inc. By-laws.
2. Number. The number of Directors on the Board of Directors shall be at least four (4) but not more than twelve (12). Such a number may be increased or decreased from time to time by amendment to the International Ocean Institute USA Inc. by-laws, however, that the number of Directors comprising the Board of Directors shall never be reduced to less than four (4), and provided, further that no reduction in the number of Directors shall have the effect of shortening the term of any Director in office at the time such amendment becomes effective.
3. Composition. The Board of Directors shall include a president, chairperson, secretary, and members at large.
4. Tenure. Members of the Board of Directors shall serve four (4) year terms, or until such time as the Board, acting pursuant to proper quorum designates his or her replacement. Terms will be staggered as the Board decides. The tenure of any

Director of the International Ocean Institute USA Inc. shall automatically terminate upon the effective date of his or her resignation submitted in writing to the Board of Directors, upon his or her death, or upon a vote by a majority of members of the Board of Directors in office at the time to remove him or her from office.

ARTICLE 5. Names of Board of Directors

The names of the Directors are:

Dr. Noel Brown - President
Dr. David W. Randle
Ms. Marianne Cufone
Ms. Rusadan Grigolia
Dr. Ellen Prager
Mr. Larry C. Langebrake

ARTICLE 6. Name of Initial Registered Agent

The initial registered agent is:

Dr. David W. Randle
3844 36th Terrace S #F
St. Petersburg, FL 33711

ARTICLE 7. Name of the Incorporator is

The name and address of the incorporator is:

Dr. Noel Brown
789 Oenoke rdg
New Canaan, CT 06840

Phone: (203) 966-7842

ARTICLE 8. Dissolution

It is intended that the duration of the corporation shall be perpetual. However, it may be dissolved by a majority vote of all of the members of the Board of Directors. Should dissolution occur, the last act of the Board shall be to apply all funds and other assets that remain after payment of all of the corporation's liabilities for the purposes set forth in the articles of incorporation or to a tax exempt organization described in Section 501 (c) (3) of the Internal Revenue Code of 1954 or its successor provisions.

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

Daniel W. Randle
Signature / Registered Agent

Date 12/21/05

[Signature]
Signature / Incorporator

Date 12.12.05

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TALLAHASSEE, FLORIDA