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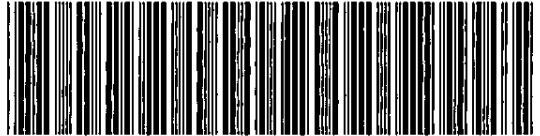
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200 South Biscayne Boulevard Suite 4000  
Miami, Florida 33131  
Direct: +1.305.577.7023  
[azamora@ssd.com](mailto:azamora@ssd.com)

September 19, 2008

**VIA FEDEX**

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

**Re: Galapagos Academic and Scientific Center, Inc.**  
**Our Client/Matter No.: 101384.0001**

Ladies and Gentlemen:

Enclosed is an original executed Articles of Incorporation for the above-referenced nonprofit corporation. Also enclosed is our check that includes the cost of a certified copy. Please send a certified copy of the filed Articles of Incorporation to my attention.

Sincerely,



Antonio R. Zamora

ARZ/dh  
Enc.

**ARTICLES OF INCORPORATION**  
**OF**  
**GALAPAGOS ACADEMIC AND SCIENTIFIC CENTER, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Nonprofit Corporation under Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation.

**ARTICLE I**  
**NAME**

The name of the proposed Corporation is:

GALAPAGOS ACADEMIC AND SCIENTIFIC CENTER, INC.

**ARTICLE II**  
**NOT FOR PROFIT**

The Corporation is a Nonprofit Corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors or Officers, except to the extent permissible under the law. Upon the dissolution of the 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 the corresponding section of any future federal tax code.

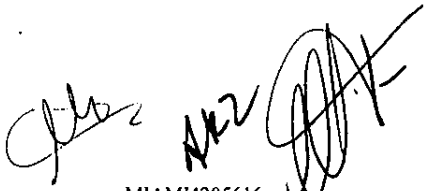
The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE III**  
**DURATION**

The duration (term) of the Corporation is perpetual.

**ARTICLE IV**  
**PURPOSES**

The purpose of the Corporation shall be to operate an educational center in the Galapagos Islands of Ecuador. This center will generate knowledge in the biological, economic, and social sciences through the work of its members; which knowledge shall be shared with the local, national, and international communities interested in the administration, conservation and sustainable development of the Islands. This work will help resolve conflicts and build a new type of governance for the Galapagos Islands.



**ARTICLE V**  
**LIMITATIONS**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable 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 Four hereof. 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 statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE VI**  
**PRINCIPAL OFFICE**

The street address of the principle office and mailing address of the corporation shall be:

Galapagos Academic and Scientific Center, Inc.

c/o Antonio R. Zamora, Esq.

Squire Sanders and Dempsey, L.L.C.

200 South Biscayne Blvd.

Suite 4000

Miami, Florida 33131-2398

**ARTICLE VII**  
**INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is:

Antonio R. Zamora, Esq.

Squire Sanders and Dempsey, L.L.C.

200 South Biscayne Blvd.

Suite 4000

Miami, Florida 33131-2398

**ARTICLE VIII**  
**MEMBERS**

The Corporation shall have Members who shall be elected (and may be removed) by the Board of Directors and shall have all the rights and privileges of members of the Corporation. The By-Laws may provide for Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the By-Laws.

**ARTICLE IX**  
**DIRECTORS AND OFFICERS**

The affairs of the Corporation shall be managed by a Board of Directors composed of not fewer than three Directors, the exact number of Directors to be specified in the By-Laws of the Corporation. The Directors, subsequent to the first Board of Directors specified in these Articles of Incorporation, shall be elected by the Board of Directors at its annual meeting as provided in the By-Laws. Provisions for such election, and provisions respecting the removal and resignation of Directors, and for filling vacancies on the Board of Directors, shall be established by the By-Laws.

The principal officers of the Corporation shall be:

President  
Treasurer  
Secretary

who shall be elected by the Board of Directors at its annual meeting in the manner set forth in the By-Laws.

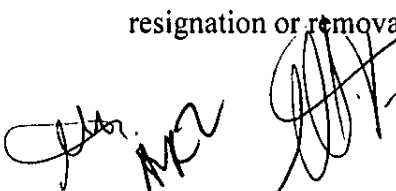
**ARTICLE X**  
**OFFICERS**

The names of the officers who are to serve until the first election of officers, pursuant to the terms of the By-Laws, are as follows:

President:	Marcelo Fernandez
Treasurer:	Xavier Fernandez
Secretary:	Antonio Zamora

**ARTICLE XI**  
**THE BOARD OF DIRECTORS**

The number of persons constituting the first Board of Directors of the Corporation shall be three, and the names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have been qualified, or until their death, resignation or removal, are as follows:



Marcelo Fernandez  
Universidad Internacional del Ecuador  
Avenida Jorge Fernandez S. s/n y Av. Simon Bolivar  
2.5 Km. al norte de la autopista Gral. Rumiñahui  
Quito, Ecuador

Xavier Fernandez  
Universidad Internacional del Ecuador  
Avenida Jorge Fernandez S. s/n y Av. Simon Bolivar  
2.5 Km. al norte de la autopista Gral. Rumiñahui  
Quito, Ecuador

Antonio R. Zamora, Esq.  
Squire Sanders and Dempsey, L.L.C.  
200 South Biscayne Blvd., Suite 4000  
Miami, Florida 33131-2398

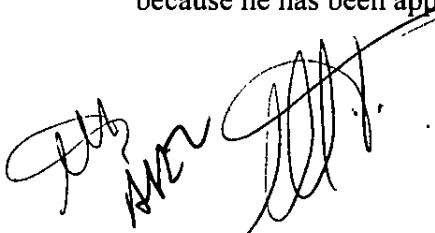
## **ARTICLE XII** **ADVISORY BOARD**

The Board shall have the power to appoint from time to time persons to serve upon an advisory board not to exceed twenty persons. Persons shall serve on the advisory board upon a voluntary basis at the will of the Board of Directors. Persons appointed to the advisory board need not be members of this corporation.

Persons shall be appointed on the advisory board based upon their education, knowledge, training, experience or devotion to professions, skills or fields of endeavor or vocation that aid in the objectives and purposes of this corporation. The advisory board shall make investigations, reports, recommendations, and suggestions to the Board of Directors upon such matters as may be designated or referred to the advisory board by the Board of Directors. The Board of Directors may counsel with the advisory board but is not bound thereby. Persons appointed to the advisory board who are not members of this corporation shall not be entitled to vote at meetings of the members and the advisory board shall not have any powers or duties in the operation or management of this corporation.

The advisory board shall elect or appoint therefrom a person to serve as chairman thereof, and such other persons to serve as such other officers as the advisory board may deem appropriate. The meetings of the advisory board shall be held at a time and date to be determined by the Board of Directors.

No compensation or salary shall ever be paid by this corporation to any person merely because he has been appointed or is serving upon the advisory board.



**ARTICLE XIII**  
**INCORPORATORS**

The incorporators signing these Articles of Incorporation are:

Marcelo Fernandez  
Universidad Internacional del Ecuador  
Avenida Jorge Fernandez S. s/n y Av. Simon Bolivar  
2.5 Km. al norte de la autopista Gral. Rumiñahui  
Quito, Ecuador

Xavier Fernandez  
Universidad Internacional del Ecuador  
Avenida Jorge Fernandez S. s/n y Av. Simon Bolivar  
2.5 Km. al norte de la autopista Gral. Rumiñahui  
Quito, Ecuador

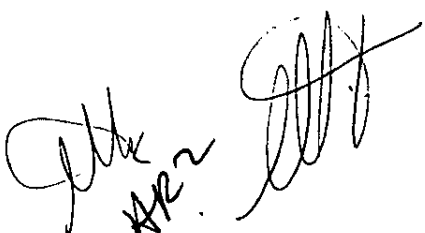
Antonio R. Zamora, Esq.  
Squire Sanders and Dempsey, L.L.C.  
200 South Biscayne Blvd., Suite 4000  
Miami, Florida 33131-2398

**ARTICLE XIV**  
**BY-LAWS**

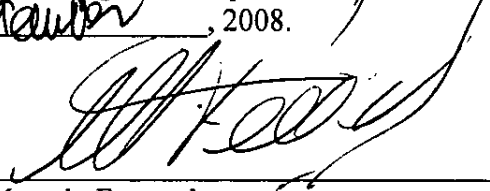
The By-Laws of the Corporation are to be made and adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors. The Corporation is organized on a non-stock basis. The Corporation shall not issue shares of stock. The Corporation may use certificates of membership.

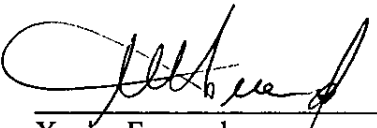
**ARTICLE XV**  
**AMENDMENT**

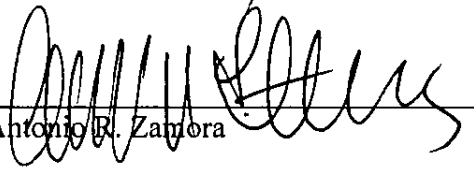
The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

Handwritten signatures of the incorporators, including Marcelo Fernandez, Xavier Fernandez, and Antonio R. Zamora.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on this 5<sup>th</sup> day of September, 2008.

  
\_\_\_\_\_  
Marcelo Fernandez

  
\_\_\_\_\_  
Xavier Fernandez

  
\_\_\_\_\_  
Antonio R. Zamora



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA NAMING  
AGENT UPON WHO SERVICE OF PROCESS MAY BE MADE.

In compliance with section 607.0501, of the Florida Statutes the following is submitted:

Desiring to organize or qualify under the laws of the State of Florida with its principal  
place of business in the City of Miami, County Miami-Dade, Florida, whose Corporate name is:

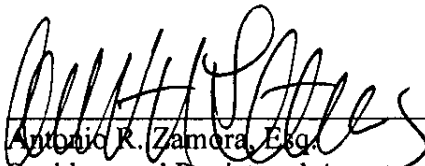
**GALAPAGOS ACADEMIC AND SCIENTIFIC CENTER, INC.**

has named Antonio R. Zamora as its Agent to accept service of process within the State of  
Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for the above mentioned Corporation, at  
the place designated in this Certificate, I hereby agree to act in this capacity, and further agree to  
comply with the provisions of all of the Statutes relative to the proper and complete performance  
of my duties.

Dated this 5<sup>th</sup> day of September, 2008.

  
\_\_\_\_\_  
Antonio R. Zamora, Esq.  
Resident and Registered Agent  
Squire Sanders and Dempsey, L.L.C.  
200 S. Biscayne Boulevard, Suite 4100  
Miami, Florida 33131-2398

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