

Division of Corporations

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Florida Department of State  
Division of Corporations  
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FLORIDA PROFIT/NON PROFIT CORPORATION

Emerald Ocean Research Foundation, Inc.

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**TRANSMITTAL LETTER**

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

**SUBJECT:** Emerald Ocean Research Foundation, 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:** Sandra Bryant, Legalzoom.com, Inc.

Name (Printed or typed)

100 W. Broadway, Suite 100

Address

Glendale, CA 91210

City, State & Zip

800-773-0888

Daytime Telephone number

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

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**ARTICLES OF INCORPORATION**

In Compliance with Chapter 617, F.S., (Not for Profit)

**ARTICLE I NAME**

The name of the corporation shall be:

Emerald Ocean Research Foundation, Inc.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

13404 SW 128th Street, Miami, Florida 33186

**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is:

Please see attachment

**ARTICLE IV MANNER OF ELECTION**

The manner in which the directors are elected or appointed:

The method by which the directors of the corporation are elected or appointed will be stated in the bylaws.

**ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS**

List name(s), address(es) and specific title(s):

Walter Hyer Dement Jr., Pres., Dir. 3604 Wilma Circle, Riviera Beach, Florida 33404

Joseph Teahan, Sec., Dir. 431 Jupiter Lakes Blvd., Ste. 2106D, Jupiter, Florida 33458

Michael Herring, Tres., Dir. 13404 SW 128th Street, Miami, Florida 33186

**ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS**The name and Florida street address of the registered agent is:

Michael Herring, 13404 SW 128th Street, Miami, FL 33186

**ARTICLE VII INCORPORATOR**The name and address of the Incorporator is:

Sandra Bryant, Legalzoom.com, Inc., 101 N. Brand Blvd., 10th Floor, Glendale, CA 91203

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

Signature/Registered Agent: Michael Herring

OCT 17, 2010  
Date

Signature/Incorporator: Sandra Bryant, Legalzoom.com, Inc., Assist. Secretary

10/25/2010  
Date

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**Attachment to**  
**Articles of Incorporation of**  
**Emerald Ocean Research Foundation, Inc.**

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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. This Corporation shall be a nonprofit corporation. The specific purpose for which this corporation is organized is: To provide research and education concerning the sustainable resources of our oceans. To sponsor an annual local marine science scholarship through a Florida higher learning institute.

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public 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 organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this 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.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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 these articles.

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.

All references to sections of the Internal Revenue Code shall include such sections as of the date hereof and the corresponding section of any future federal tax code.

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