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Division of Corporations

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Florida Department of State
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FLORIDA PROFIT/NON PROFIT CORPORATION
Sky Institute + Foundation For Sustainable Future, I

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**ARTICLES OF INCORPORATION
OF
SKY INSTITUTE + FOUNDATION FOR SUSTAINABLE FUTURE, INC.
(A Florida Corporation Not For Profit)**

In order to form a corporation in accordance with the provisions of the laws of the State of Florida for the formation of corporations not for profit, Chapter 617, Florida Statutes, the undersigned incorporator designates the following Articles for the purposes and with the powers hereinafter mentioned.

ARTICLE I

Corporation Name

The name of this corporation is SKY INSTITUTE + FOUNDATION FOR SUSTAINABLE FUTURE, INC.

ARTICLE II

Principal Office

The principal street address and mailing address, if different is:

902 Ladies Street
Amelia Island, Fl. 32034

ARTICLE III

Term of Existence

The period of the duration of the existence of this corporation will be perpetual and shall commence at the time of filing these Articles of Incorporation by the Department of State.

ARTICLE IV

Purpose and Restrictions

The purposes of the corporation and restrictions on its operations are as follows:

- (a) This corporation is organized and operated to carry out any charitable, educational, scientific, literary, or benevolent purposes consistent with the requirements for qualification as an

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exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") (or the corresponding provision of any future United States Internal Revenue Law).

(b) The corporation shall restrict its operations to the promotion of charitable, educational, scientific, literary, and benevolent purposes as described above within the meaning of section 501(c)(3) of the Code. Notwithstanding any provision of these Articles of Incorporation to the contrary, the corporation shall take no action inconsistent with the provisions of the Florida Not For Profit Corporation Act.

(c) 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 herein.

(d) The corporation shall not engage in any acts of self dealing as defined in section 4941(d) of the Code, retain any excess business holdings as defined in section 4943(c) of the Code, make any investment which would jeopardize the carrying out of any of its exempt purposes within the meaning of section 4944 of the Code, make any taxable expenditures as defined in section 4945(d) of the Code, or otherwise violate any of the provisions of Florida Statutes.

(e) To do any and all things and exercise any and all powers, rights, and privileges provided herein and in the Bylaws consistent with its purposes and with the provisions of section 501(c)(3) of the Code and the Florida Not For Profit Corporation Act.

(f) The provisions of this Article IV setting forth the purposes of the corporation shall not be subject to amendment except as may be required to qualify or continue to qualify this corporation as an exempt organization under section 501(c)(3) of the Code.

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ARTICLE V

Incorporators

The name and residence of the incorporator is:

Julia S. Sanford
902 Ladies Street
Amelia Island, FL 32034

ARTICLE VI

Registered Agent

The Registered Agent and the street address of the initial Registered Office of the corporation in the state of Florida shall be:

RAX CO.
50 North Laura Street, Suite 3300
Jacksonville, FL 32202

ARTICLE VII

Directors and Manner of Election

The powers, business and affairs of the corporation shall be managed and directed by the Board of Directors in accordance with these Articles and the Bylaws. The number of directors may be increased or decreased from time to time by amendment to the Bylaws but there shall at all times be at least three (3) directors. The method of electing the directors shall be as provided in the Bylaws. The initial directors of the corporation shall be as follows:

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Gilbert B. Lyons, Jr.
157 Wilson Drive
Lancaster, PA 17603

Robert L. Chapman
410 West Geer Street
Durham, NC 27701

Julia S. Sanford
902 Ladies Street
Amelia Island, FL 32034

ARTICLE VIII

Membership

This corporation shall have no members.

ARTICLE IX

Distribution of Assets Upon Dissolution

Upon the dissolution or final liquidation of the corporation, the Board of Directors shall distribute the assets of the corporation to any one or more exempt organizations for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, as amended, or corresponding section of any future federal tax code, such exempt organizations to be determined by the decision of at least two thirds (2/3) of the then incumbent members of the Board of Directors.

ARTICLE X

Amendment

These Articles may be amended in the manner provided by law; provided, however, any such amendment shall require the affirmative vote of at least two third (2/3) of the then incumbent members of the Board of Directors.

ARTICLE XI

Indemnification

The corporation shall indemnify its directors, officers, agents, and representatives to the full extent permitted by applicable law. No director, officer, agent or representative of this corporation shall be liable to this corporation or any other person for monetary damages for breach of fiduciary duty as a

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director or officer, except to the extent such exemption from liability or limitation thereof is not permitted under the Florida Not For Profit Corporation Act as the same exists or may hereafter be amended. Any amendment, modification, or repeal of this Article XI shall not adversely affect any right or protection of a director, officer, agent or representative of the corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification, or repeal.

ARTICLE XII

Bylaws

The initial Bylaws of the corporation shall be adopted by its Board of Directors. The Board of Directors may adopt, change, amend or repeal the Bylaws upon the affirmative vote of at least two thirds (2/3) of the then incumbent members of the Board of Directors.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation at Fernandina Beach, Nassau County, Florida, for the uses and purposes aforesaid, this 21 day of October, 2010.



MA

Julia S. Sanford
Print: Julia S. Sanford
Incorporator

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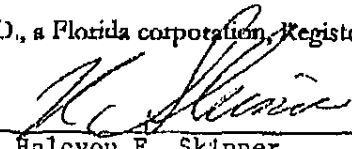
REGISTERED AGENT CERTIFICATE

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to sections 48.091 and 617.023, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the state of Florida upon SKY INSTITUTE + FOUNDATION FOR SUSTAINABLE FUTURE, INC., a not-for-profit corporation organized under the laws of the state of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 50 North Laura Street, Suite 3300, Jacksonville, FL 32202.

IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate to be executed in Jacksonville, Duval County, Florida on this 25 day of October, 2010.

RAX CO., a Florida corporation, Registered Agent

By: 
Print: Halcyon E. Skinner
Its: President