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FLORIDA PROFIT/NON PROFIT CORPORATION
Sustainable Environment Research Foundation, Inc.

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May 23, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

FOWLER, WHITE 2

SUBJECT: SUSTAINABLE ENVIRONMENT RESEARCH FOUNDATION, INC.
REF: W11000028244

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list at least one incorporator with a complete business street address.

If you have any further questions concerning your document, please call (850) 245-6949.

Thomas Chang
Regulatory Specialist II
New Filing Section

FAX Aud. #: E11000136151
Letter Number: 711A00012679

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**ARTICLES OF INCORPORATION
OF
SUSTAINABLE ENVIRONMENT RESEARCH FOUNDATION, INC.**

The undersigned incorporator to these Articles of Incorporation hereby forms a not for profit corporation (the "Corporation") under the laws of the State of Florida as follows:

ARTICLE I.

Name, Principal Place of Business, and Mailing Address

The name of the Corporation is Sustainable Environment Research Foundation, Inc. The principal place of business and mailing address is 1058 Island Avenue, Tarpon Springs, Florida 34689.

ARTICLE II.

Term of Existence

The date when corporate existence shall commence shall be the date of the filing of these Articles of Incorporation by the office of the Florida Department of State and the Corporation shall have perpetual existence thereafter.

ARTICLE III.

Purpose and Activities

The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or any corresponding provision hereinafter in effect. The purpose of the Corporation shall include the protection and preservation of the environment by providing a model facility designed to showcase and support sustainable technologies, marine ecology and research.

The Corporation shall be operated exclusively for such purposes, and no part of its net earnings shall inure to the benefit of any private shareholder or individual (except that reasonable compensation may be paid for services rendered to or for the Corporation in effecting one or more of its purposes), no substantial part of its activities shall be carrying on propaganda, or otherwise attempting to influence legislation, and it shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, 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 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 Code, or the corresponding section of any future federal tax code.

The Corporation shall have all powers now or hereafter granted by law, and in addition thereto have all powers lawfully necessary or required to carry out its purposes and objects. All

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of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto.

ARTICLE IV.
Members

The Corporation shall have no members.

ARTICLE V.
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 501 E. Kennedy Blvd., Suite 1700, Tampa, Florida 33602, and the name of its initial registered agent at such address is Micah G. Fogarty.

ARTICLE VI.
Directors

The Corporation shall at all times have at least three (3) directors. The name and address of each initial director of the Corporation who shall serve until his successor is duly elected and qualified are:

Steve Hickok
1058 Island Avenue
Tarpon Springs, FL 34689

Jim Ingles
1058 Island Avenue
Tarpon Springs, FL 34689

Rod Casto Ph.D.
3802 Spectrum Blvd., Suite 100
Tampa, FL 33612-9220

LeRoy Collins, III
418 Blanca Drive
Tampa, FL 33606

Miles Ballogg
380 Park Place Blvd., Suite 300
Clearwater, FL 33759

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ARTICLE VII.
Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:
Steve Hickok
1058 Island Avenue
Tarpon Springs, FL 34689

ARTICLE VIII.
Bylaws

The power to adopt, alter, amends or repeal bylaws shall be vested in the board of directors of the Corporation.

ARTICLE IX.
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X.
Prohibition

The board of directors shall not engage, participate, or intervene in any activity or transaction which would result in file loss by the Corporation of its status as an exempt organization under Section 501(c)(3) of the Code or any corresponding provision hereafter in effect; and the use, directly or indirectly, of any part of the Corporation's assets in any such activity or transaction is hereby expressly prohibited.

ARTICLE XI.
Indemnification

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Not For Profit Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Not For Profit Corporation Act is amended after the filing of these Articles of Incorporation of which this Article XI is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Not For Profit Corporation Act as so amended.

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Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE XII.

Dissolution

Upon a dissolution of the Corporation, the residual assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or corresponding sections of any future tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization 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.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19th day of May, 2011.


Stephen R. Hickok

Name:


Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for Sustainable Environment Research Foundation, Inc., at the place designated as the registered office, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as registered agent.

Dated this 19th day of May, 2011.


Name: Micah G. Fogarty

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