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Special Instructions to Filing Officer:

*Jack Hildreth*  
AUTHORIZATION BY PHONE TO **NAME**

CORRECT *the Corporation to name*

DATE *10/6/11*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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# Tolley, Davis & Company, P.L.L.C.

## CERTIFIED PUBLIC ACCOUNTANTS

9350 South Dixie Highway • Penthouse I  
Miami, FL 33156  
Office 305.670.1001 • Fax 305.670.1888

97665 Overseas Highway  
Key Largo, FL 33037  
Office 305.852.9898 • Fax 305.852.9997

[www.tolleycpa.com](http://www.tolleycpa.com)

September 30, 2011

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

To Whom It May Concern:

Enclosed are three duplicate originals of the Articles of Incorporation of Aurora Trust Foundation.

Please file the Articles of Incorporation, send us one (1) Certificate of Status and two (2) Certified Copies of the Articles of Incorporation for Aurora Trust Foundation.

Enclosed is a check in the amount of Ninety-Six and 25/100's Dollars (\$96.25) for fees as follows:

Filing (1) - \$70.00

Certificate of Status (1) - \$8.75

Certified Copies of Articles of Incorporation (2) - \$17.50

Please return mail the Certificate of Status and the two (2) Certified Copies as follows:

Shawn W. Tolley, P.A.  
97665 Overseas Highway  
Key Largo, FL 33037

Please contact Jack Hildreth at (305) 852-9898 if you have any questions.

Sincerely,



Shawn W. Tolley,  
As Registered Agent and Director  
Aurora Trust Foundation

**ARTICLES OF INCORPORATION**

**OF**

**AURORA TRUST FOUNDATION CORPORATION**

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I: NAME**

The name of the corporation shall be:

**AURORA TRUST FOUNDATION CORPORATION**

**ARTICLE II: PLACE OF BUSINESS**

The address of the principal office of this corporation shall be 97665 Overseas Highway, Key Largo, FL 33037, and the mailing address of the corporation shall be the same.

**ARTICLE III: NATURE OF BUSINESS**

- A. This corporation is a not-for-profit, public benefit corporation organized under Chapter 617, Florida Statutes - the Nonprofit Public Benefit Corporation Law for charitable and educational purposes. It is not organized for the private gain of any person.
- B. The purpose for which this organization is formed is exclusively for non-profit, educational and charitable purposes, including, but not limited to, management and protection of the earth's oceans, environmental conservation, oceanographic and environmental education, oceanographic scientific research and development in order to promote and expand the beneficial uses of the environment within the

meanings and purposes described in the nonprofit public benefit law under Section 501(c)(3) of the United States Internal Revenue Code, as amended.

- C. This organization's Mission is to engage in activities that promote environmental and oceanographic conservation, education, research and development of the earth's oceans and undersea environment worldwide. These include, but are not limited to:
- a. Educational and Outreach programs highlighting the marine environment;
  - b. Oceanographic, marine and undersea field research;
  - c. Conferences and seminars pertaining to the marine and undersea environment;
  - d. Publication of articles and newsletters;
  - e. Development and publication of oceanographic publications;
  - f. Participation in international symposiums to share information and raise awareness for oceanographic, marine and undersea conservation and protection;
  - g. Education and training of students, teachers, government officials, and others on marine and undersea conservation and protection;
  - h. Formation of rural community partnerships;
  - i. Partner with organizations with mutual objectives to for oceanographic, marine and undersea environment also providing the development of education, research and conservation methods of the earth's oceans; and
  - j. Provide development of opportunities for research for students, volunteers, oceanographic conservation and ecology professionals and interested parties.
- D. This organization's World Mission is to develop and maintain opportunities for the research, conservation and utilization of the earth's oceans through:
- a. Surveys of the earth's oceans to locate ancient artifacts and shipwrecks for archeological, historical and maritime heritage in cooperation with museums, institutes and governmental agencies;
  - b. Education and outreach programs pertaining to the earth's oceans and maritime archaeology;
  - c. Development and management exhibitions and conferences relating to the earth's oceans and maritime archaeology;

- d. Publishing books and other materials pertaining to the earth's oceans and maritime archaeology; and
  - e. Contribution of exploration data and oceanographic surveys to governments and governmental agencies in furtherance of the research, conservation and utilization of the earth's oceans.
- E. Corporation may work and partner with other organizations that qualify as exempt organization(s) under Section 501(c)(3) of the United States Internal Revenue Code, or corresponding section(s) of any future Federal tax code.
- F. 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.
- G. This corporation may also engage or transact any lawful marine conservation and ecological activities in any part of the world permitted under the laws of the United States, the State of Florida or any other state, country or nation.
- H. In addition, this corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

#### **ARTICLE IV: MANNER OF ELECTION OF DIRECTORS**

The corporation is governed by a Board of Directors. The manner in which the directors are elected is by ballot at the annual meeting of the corporation. If a vacancy occurs or the board is expanded prior or between annual meetings, the vacancy will be filled at a regular Board meeting by ballot. The newly elected Board member will serve out the remainder of the current year for the vacated or newly created position and will need to be re-elected at the next annual meeting following the process described in the By-Laws.

#### **ARTICLE V: INITIAL DIRECTORS / OFFICERS**

The Initial Directors are as follows:

Serving As:	Name:	Address:
Director & Chairperson of the Board	Ian Koblick	97665 Overseas Highway Key Largo, FL 33037
Director	Craig Mullen	P.O. Box 49 Siasconset, MA 02564
Director	Scott Carpenter	P.O. Box 3161 Vail, CO 81658
Director	Shawn W. Tolley	97665 Overseas Highway Key Largo, FL 33037
Director	David Concannon	200 Eagle Road, Suite 116 Wayne, PA 19087

The Initial Officers are as follows:

Serving As:	Name:	Address:
Executive Director & President	Ian Koblick	97665 Overseas Highway Key Largo, FL 33037
Vice-President & Executive Vice-President / Treasurer	Craig Mullen	P.O. Box 49 Siasconset, MA 02564
Secretary	Shawn W. Tolley	97665 Overseas Highway Key Largo, FL 33037

#### **ARTICLE VI: REGISTERED AGENT**

The street address of the initial registered office of the corporation shall be 97665 Overseas Highway, Key Largo, FL 33037, and the name of the initial registered agent of the corporation at the address is Shawn W. Tolley.

#### **ARTICLE V: TERM OF EXISTENCE**

This corporation is to exist perpetually.

#### **ARTICLE VI: ASSETS OF THE CORPORATION**

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 III 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.

#### **ARTICLE VII: DISSOLUTION OF CORPORATON**

Upon the dissolution of the corporation, the Board of Directors, after paying or making provisions for payments of all liabilities of the corporation, all remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code, or corresponding section of any future United States Federal tax code, or shall be distributed to the United States Federal government, or to a state or local government, or an organization qualified under United States Internal Revenue Code Section 501(c)(3), for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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.

#### **ARTICLE VIII: AMENDMENT OF ARTICLES OF INCORPORATION**

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

### **ARTICLE IX: CAPITAL STOCK**

This corporation shall have no capital stock and shall be composed of members rather than shareholders.

### **ARTICLE X: QUALIFICATIONS FOR MEMBERSHIP**

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By-Laws of the corporation.

### **ARTICLE XI: VOTING RIGHTS**

Members of the corporation will have such voting rights as are provided in the By-Laws of the corporation.

### **ARTICLE XII: INDEMNIFICATION**

The corporation shall indemnify a director or officer of the corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The corporation may indemnify an individual made a part to a proceeding because the individual is or was a director, officer, employee or agent of the corporation against liability if authorized in the specific case after determination in the manner required by the Board of Directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the Board of Directors. The indemnification and advancement of attorneys fees and expenses for directors, officers, employees and agents of the corporation shall apply when such persons are serving at the corporation's request while director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not-for-profit, as well as in their official capacity with the corporation. The corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the corporation who is a party to a proceeding in advance of final disposition of the proceeding. The



corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent to the corporation, whether or not the corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to the indemnification or advance of attorneys fees and expenses to any personal who is or was director, officer, employee or agent of the corporation or the ability of the corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not otherwise affected. All references in these Articles Of Incorporation to "director", "officer", "employee", "shareholder", "member" and "agent" shall include heirs, estates, executors, administrators and personal representatives of such persons.

#### **ARTICLE IX: INCORPORATOR**

The name and street address of the Incorporator to these Articles of Incorporation is:

Ian Koblick  
97665 Overseas Highway  
Key Largo, FL 33037

IN WITNESS WHEREOF, the undersigned, has hereunto set his hand and seal on.

  
\_\_\_\_\_  
Ian Koblick, Incorporator

9/1/2011  
\_\_\_\_\_  
Date

**FILED**  
11 OCT -5 PM 1:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

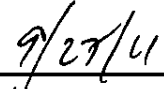
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**ACCEPTANCE OF REGISTERED AGENT DESIGNATED**  
**IN ARTICLES OF INCORPORATION**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 obligations of my position as registered agent.

  
Shawn W. Tolley, Registered Agent

  
Date

Ref: T2-Aurora Trust Foundation (Art Inc – Non-Profit)