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FLORIDA PROFIT/NON PROFIT CORPORATION

The Research Coast Principium, Inc.

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Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION OF  
THE RESEARCH COAST PRINCIPIUM FOUNDATION INC.**

**ARTICLE I  
CORPORATE NAME**

The name of this non-profit corporation shall be The Research Coast Principium Foundation Inc. (the "Corporation").

**Article II  
PRINCIPAL OFFICE**

The principal office and mailing address of the Corporation is 2101 Indian River Boulevard, Suite 200, Vero Beach, Florida 32960.

**ARTICLE III  
PURPOSES**

The Corporation is organized exclusively for charitable and educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code, as may be amended.

**ARTICLE IV  
MANNER OF ELECTION**

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed by, the Board of Directors. The conditions of election to the Board of Directors and the number of directors shall be as provided in the Bylaws.

**ARTICLE V  
DIRECTORS**

Name:	Address:
Kevin M. Barry, President	2101 Indian River Blvd., Suite 200 Vero Beach, FL 32960
Russell Bjorkman	2101 Indian River Blvd., Suite 200 Vero Beach, FL 32963
Michael Corbit	2101 Indian River Blvd., Suite 200 Vero Beach, FL 32963

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Name:	Address:	
John E. Moore, III	2101 Indian River Blvd., Suite 200 Vero Beach, FL 32960	12 MAR 15 PM 12:45
Jan W. Pagano	2101 Indian River Blvd., Suite 200 Vero Beach, FL 32963	
Ed Tighe	2101 Indian River Blvd., Suite 200 Vero Beach, FL 32960	

A. A Director of the Corporation shall not receive compensation, directly or indirectly, for services as a Director. An Officer of the Corporation shall not receive compensation, directly or indirectly, for services as an Officer unless employed by the Board of Directors as: (i) a member of the administrative staff of the Corporation, or (ii) for compensable services rendered in other capacities. These prohibitions shall not preclude reimbursement of a Director, Officer, or duly appointed committee member for expenses or advances made for the Corporation that are reasonable in character and amount or for compensable services rendered in other capacities and approved for payment in the manner provided by the Bylaws.

B. Every Director and Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding to which a Director or Officer may be a party or may become involved by reason of being or having been a Director or Officer of the Corporation, whether or not a Director or Officer at the time such expenses are incurred, to the fullest extent available under applicable law and otherwise as is provided for in the By-Laws of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled. Appropriate liability insurance shall be provided for every Officer, Director and agent of the Corporation in amounts determined from time to time by the Board of Directors.

C. Any contract, whether for compensation or otherwise, or other transactions between the Corporation and one or more of its Directors or Officers, or between the Corporation and any firm of which one or more of its Directors or Officers are stockholders or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its Directors or Officers are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Directors, Officer or Officers, at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction and notwithstanding his or her or their participation in such action, if the fact of such interest shall be disclosed or known in writing to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by vote of a majority of the Directors present, such interested Director or Directors, Officer or Officers to be counted in determining whether a quorum is present but not to be counted in calculating the majority of such quorum necessary to carry such vote. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

## **ARTICLE VI BY-LAWS**

The Board of Directors of the Corporation may adopt such Bylaws for the conduct of its business and the carrying out of its purposes as it may deem necessary from time to time and the same may be amended, revised or rescinded by the Board of Directors in the manner prescribed in the Bylaws of the Corporation.

## **ARTICLE VII CHARITABLE LIMITATIONS**

A. 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 in Article III hereof.

B. 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 any candidate for public office.

C. 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of this Corporation.

## **ARTICLE VIII DISSOLUTION OF CORPORATION**

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal 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 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.

**ARTICLE IX  
DEDICATION OF ASSETS**

The property of the Corporation is irrevocably dedicated to educational and charitable purposes and no part of the net income or assets of the Corporation shall ever inure to the benefit of any Director, Officer or member thereof, or to the benefit of any private individual.

**ARTICLE XI  
REGISTERED AGENT AND OFFICE**

The address of the Corporation's initial registered office shall be 2101 Indian River Boulevard, Suite 200, Vero Beach, Florida 32960, and the name of the registered agent at said address shall be Rossway Moore Taylor & Swan, P.L.C.

**ARTICLE XII  
INCORPORATOR**

The names and addresses of the Incorporator of the Corporation are as follows:

Name: \_\_\_\_\_ Address: \_\_\_\_\_

Kevin M. Barry, President

2101 Indian River Blvd., Suite 200  
Vero Beach, FL 32960

Having been named as Registered Agent to accept service of process for the above stated Corporation at the place designated in this Certificate, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.

  
\_\_\_\_\_  
Required Signature of Registered Agent

3/15/12  
\_\_\_\_\_  
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes third party degree felony as provided for in §817.155, Florida Statutes.

  
\_\_\_\_\_  
Required Signature of Incorporator

3/15/12  
\_\_\_\_\_  
Date

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