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4417-56386 YMD 11/16

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MAIL TO:  
POST OFFICE BOX 1831  
PENSACOLA, FLORIDA 32591-1831

November 2, 2012

Department of State  
Division of Corporations  
Corporate Filings  
Post Office Box 6327  
Tallahassee, FL 32314

**Re: Adaptive Divers Network, Inc.**

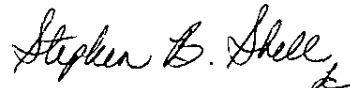
Ladies and Gentlemen:

Enclosed for filing are Articles of Incorporation of *Adaptive Divers Network, Inc.*  
Also enclosed is our client's check for \$70 in favor of the Secretary of State in payment of  
the fees for filing and for designation of registered agent.

Thank you for your assistance in this matter.

Very truly yours,

SHELL, FLEMING, DAVIS & MENGE



Stephen B. Shell

SBS:lfc  
Enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

November 6, 2012

STEPHEN B. SHELL  
SHELL, FLEMING, DAVIS & MENGE  
P.O. BOX 1831  
PENSACOLA, FL 32591-1831

SUBJECT: ADAPTIVE DIVERS NETWORK, INC.  
Ref. Number: W12000056386

We have received your document for ADAPTIVE DIVERS NETWORK, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Maryanne Dickey  
Regulatory Specialist II Supervisor  
New Filing Section

Letter Number: 012A00026969

**ARTICLES OF INCORPORATION  
OF  
ADAPTIVE DIVERS NETWORK, INC.,  
A FLORIDA NOT-FOR-PROFIT CORPORATION**

**FILED**  
**12 NOV 15 AM 10:43**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I  
NAME**

The name of the Corporation is **ADAPTIVE DIVERS NETWORK, INC., a FLORIDA NOT-FOR-PROFIT CORPORATION.**

**ARTICLE II  
PRINCIPAL PLACE OF BUSINESS**

The initial street address in this state, where the principal office of the Corporation is to be located, is 3045 Newton Drive, Pensacola, FL 32501.

**ARTICLE III  
PURPOSE**

(A) The Corporation is organized exclusively for the following purposes: charitable, scientific, literary, educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations or for the prevention of cruelty to children or animals, as specified in Subsections 501(c)(3) and 2055(a)(2) of the Internal Revenue Code of 1986. The Corporation shall be entitled to engage in any lawful act or activity for which non-profit corporations may be organized under the laws of the State of Florida, but specifically excluding any activities inconsistent with or contrary to this Article III. None of the Corporation's money may be used, directly or indirectly, for military action or terrorism.

(B) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any member, trustee, director, or officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation); and no member, trustee, director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(C) No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Internal Revenue Code Subsection 501(h)] or participating in or intervening in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(D) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Subsection 501(c)(3) of the Internal Revenue Code of 1986 or (ii) by a corporation contributions to which are deductible under

Subsections 170(c)(2) and 2055(a)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

(E) In the event of liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary or by operation of law, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Subsections 501(c)(3) and 2055(a)(2) of the Internal Revenue Code of 1986, as amended or the corresponding provisions of any future United States Internal Revenue law.

(F) Any other provisions herein notwithstanding, no member, trustee, director, officer or private individual shall engage in any act of self-dealing as defined in Subsection 4941 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax law; nor fail to distribute an amount of income required to avoid incurring tax liability under Subsection 4942 of the Internal Revenue Code of 1986 or corresponding provisions of subsequent federal tax law; nor retain any excess business holdings as defined in Subsection 4943 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws; nor make any taxable expenditures as defined in Subsection 4945 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax law.

#### **ARTICLE IV** **DIRECTORS**

There shall be not less than three (3) and not more than ten (10) members of the Board of Directors of the Corporation. Additional Directors may be added from time to time by the majority vote of Directors then serving.

The names and addresses of the persons who are to serve as Directors until the first election thereof are as follows:

| <b><u>Name</u></b> | <b><u>Address</u></b>                                     |
|--------------------|---|
| Stephen Newman     | 2386 Little Bend Road<br>Signal Mountain, Tennessee 37377 |
| Heidi W. Shappell  | 7138 Shook Avenue<br>Dallas, Texas 75214                  |
| Debra C. Norris    | 3045 Newton Drive<br>Pensacola, Florida 32503             |

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law

which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this Corporation authorize the Board to so act. Such a statement shall be prima facie evidence of such authority.

## **ARTICLE V** **REGISTERED OFFICE AND AGENT**

The street address of this Corporation's initial registered office in Florida is 3045 Newton Drive, Pensacola, Florida 32501 and the name of its initial registered agent at that address is Debra C. Norris. The principal place of business shall also be at that same address.

## **ARTICLE VI** **MEMBERSHIP**

Unless otherwise provided in the Corporation's Bylaws, the Corporation shall not have any members and shall be considered a non-membership organization.

## **ARTICLE VII** **CONTROL OF CORPORATION**

The Corporation shall be governed by its Board of Directors, the Directors of which shall serve indefinitely unless sooner removed by their own resignation or by the majority vote of a quorum of the Board of Directors. The Board of Directors may, however, delegate so much of its authority to officers of the Corporation, committees composed of directors, officers or individuals, or any combination thereof, as it deems advisable to fulfill its tax-exempt purposes.

## **ARTICLE VIII** **NONSTOCK CORPORATION**

The Corporation shall be considered organized on a non-stock basis, and therefore, certificates of shares of stock in the Corporation shall not be issued.

## **ARTICLE IX** **BYLAWS**

The first Bylaws of the Corporation will be adopted by the Board of Directors named herein. Upon proper notice, the Bylaws may be amended, altered or rescinded by the affirmative vote of fifty-one percent (51%) of the Board of Directors.

## **ARTICLE X** **AMENDMENTS**

These Articles of Incorporation may be amended at any meeting of the Board of Directors by the affirmative vote of fifty-one percent (51%) of its Directors at any regular meeting or at any special meeting called for that purpose, provided that such proposed

amendments shall be plainly stated in the call for the meeting in which they are to be considered.

**ARTICLE XI  
INCORPORATOR**

The name and address of the subscriber of these Articles of Incorporation is:

| <u>Name</u>     | <u>Address</u>                                |
|-----------------|---|
| Debra C. Norris | 3045 Newton Drive<br>Pensacola, Florida 32503 |

**ARTICLE XII**

This corporation shall enjoy and be subject to the benefits, privileges and immunities, restrictions, liabilities and obligations, as provided for not for profit corporations generally by the law of the land and which are held applicable to not for profit corporations organized under the provisions of Chapter 617 of the Florida Statutes or such chapter as amended or modified.

**ARTICLE XIII**

All references in these Articles of Incorporation to the Internal Revenue Code shall include the Internal Revenue Code of 1986 as it now exists, future amendments to the sections cited, and corresponding sections of future laws, together with all valid regulations thereunder.

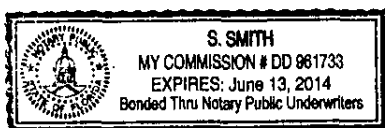
IN WITNESS WHEREOF, I have subscribed my name this 25<sup>th</sup> day of October, 2012.

Debra C. Norris  
Debra C. Norris

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me the 25 day of October, 2012, by Debra C. Norris, who ( ☒ ) is personally known to me or ( ☐ ) has produced a valid driver's license as identification and did take an oath.



[Signature]  
Notary Public, State of Florida  
My Commission expires: 6/13/14

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12 NOV 15 AM 10:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for ADAPTIVE DIVERS NETWORK, INC. at the place designated in the Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to perform the duties imposed upon resident agents by Chapter 607, Florida Statutes and to comply with the provisions of Section 48.091 relative to keeping such office open.

DATE: November 9, 2012

Debra C. Norris

**DEBRA C. NORRIS**

Registered Agent

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TALLAHASSEE, FLORIDA