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MD 2/25



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 024358 118517A

AUTHORIZATION :

COST LIMIT : \$ 78.75

FILED  
14 FEB 24 AM 8:31  
CORPORATION SERVICE COMPANY  
ADAMS COUNTY, FLORIDA

ORDER DATE : February 24, 2014

ORDER TIME : 9:57 AM

ORDER NO. : 024358-005

CUSTOMER NO: 118517A

DOMESTIC FILING

NAME: CORAL RESTORATION FOUNDATION  
INTERNATIONAL INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP  
\_\_\_\_ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 52956

EXAMINER'S INITIALS: \_\_\_\_\_

**CORAL RESTORATION FOUNDATION  
INTERNATIONAL INC.  
A Florida Not for Profit Corporation**

**ARTICLES OF INCORPORATION**

**ARTICLE I  
NAME**

The name of this corporation shall be Coral Restoration Foundation International Inc. The business of the corporation may be conducted as Coral Restoration Foundation International Inc. or by any other name duly owned and registered by Coral Restoration Foundation International Inc. under applicable state, federal, or other applicable law for the conduct of its business and operations.

**ARTICLE II  
DURATION**

The period of duration of the corporation is perpetual.

**ARTICLE III  
PURPOSE**

Coral Restoration Foundation International Inc. is organized exclusively for charitable, educational, and scientific purposes and shall be operated exclusively as a Florida not for profit corporation within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code. The primary purpose of the corporation is, but shall not be not limited, to: (a) educate individuals and communities regarding the preservation, protection, conservation, and restoration of coral reefs and their related marine environment; (b) sponsor and fund educational programs directed to and for individuals and communities regarding the preservation, protection, conservation, and restoration of coral reefs and their related marine environment; (c) license logos, products, trademarks, and other intellectual property rights developed or owned by the corporation to promote and advance the preservation, protection, conservation, and restoration of coral reefs and their related marine environment; (d) administer grants and contributions to the corporation from public and private funds and sources under any contract with public agencies and private organizations in accordance with the terms and conditions of those grants, contributions, and contracts in keeping with the pursuit of the purposes of the corporation as stated in these Articles of Incorporation and the Bylaws of the corporation; and (e) exercise all rights and powers provided by Chapter 617 of the Florida Statutes that are necessary or desirable to encourage and promote the previously delineated corporate purposes, subject to any limitations contained in federal law or these Articles of Incorporation or in the Bylaws of the corporation.

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TALLAHASSEE, FLORIDA

#### ARTICLE IV NON-PROFIT NATURE

Coral Restoration Foundation International Inc. is organized exclusively for charitable, educational, and scientific purposes including, but not limited to, the funding of such projects and making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of Coral Restoration Foundation International Inc. 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 the purpose clause of these Articles of Incorporation or the Bylaws of the corporation.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code or any corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Coral Restoration Foundation International Inc. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its charitable, educational, and scientific purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles of Incorporation or the Bylaws of the corporation.

No officer or director of this corporation shall be personally liable for the debts or obligations of Coral Restoration Foundation International Inc. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 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.

The organization to receive the assets of the Coral Restoration Foundation International Inc. hereunder shall be selected by the discretion of a majority of the Board of Directors of the Coral Restoration Foundation International Inc. and if its Board of Directors cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Coral Restoration Foundation International Inc. The court

upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the State of Florida to be added to the general fund.

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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.

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue 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 Internal Revenue Code, or the corresponding section of any future federal tax code.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

Coral Restoration Foundation International Inc. shall be governed by its board of directors. The names and addresses of the three initial directors of the corporation are:

<b><u>Name</u></b>	<b><u>Address</u></b>
Ken Nedimyer	5 Seagate Avenue Key Largo, Florida 33037
David Splitt	6111 Utah Avenue, NW Washington, DC 20015
Michael J. Echevarria	4002 West State Street, Suite 200 Tampa, Florida 33609

The members of the Board of Directors and the method of electing directors shall be set forth in the Bylaws of the corporation. The term, voting rights, qualifications and procedures for electing directors shall be set forth in the Bylaws of the corporation.

Directors representing not less than two-thirds of the total number of directors duly elected and holding office from time to time shall constitute a quorum for the transaction of business at directors' meetings, unless otherwise specifically provided by these Articles of Incorporation, the Bylaws of the corporation, or applicable law. If a quorum is present, the affirmative vote of a majority of the directors in attendance shall be the act of the Board of Directors, unless the vote of a greater number is required by these Articles of Incorporation, the Bylaws of the corporation, or applicable law. After a quorum has been established at a Board of Directors' meeting, the subsequent withdrawal of a director (or directors) that reduces the number of directors below the number required for a quorum, shall not affect the validity of any action taken at the meeting or any adjournment thereof.

## **ARTICLE VI**

### **MEMBERSHIP**

Coral Restoration Foundation International Inc. shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

## **ARTICLE VII**

### **OFFICERS**

The officers of the corporation shall be a President, Secretary, and Treasurer. Other offices and officers may be established or appointed by the Board of Directors of the corporation at any duly convened meeting of the Board of Directors or by a written consent thereto. The qualifications, the time, and manner of electing or appointing, the duties and the terms of office, and the manner of removal of officers shall be set forth in the Bylaws of the corporation.

## **ARTICLE VIII**

### **BYLAWS**

The corporation shall adopt Bylaws. The Bylaws may be amended or repealed by the procedures set forth in the Bylaws of the corporation.

## **ARTICLE IX**

### **INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE X**  
**AMENDMENTS**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

**ARTICLE XI**  
**ADDRESSES OF THE CORPORATION**

The street address of the initial principal office of the corporation is:

Coral Restoration Foundation International Inc.  
4002 West State Street, Suite 200  
Tampa, Florida 33609

The initial mailing address of the corporation is:

Coral Restoration Foundation International Inc.  
4002 West State Street, Suite 200  
Tampa, Florida 33609

**ARTICLE XII**  
**INTERNAL REVENUE CODE SECTIONS**

Any reference in these Articles of Incorporation to a section of the Internal Revenue Code of 1986, as amended, shall be interpreted to include reference to the corresponding provisions of any applicable future Internal Revenue Law of the United States.

**ARTICLE XIII**  
**APPOINTMENT OF REGISTERED AGENT**

The name and street address of the initial registered agent of the corporation is:

Michael J. Echevarria  
4002 West State Street, Suite 200  
Tampa, Florida 33609

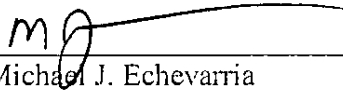
**ARTICLE XIV**  
**INCORPORATOR**

The name and street address of the incorporator of the corporation is:

Michael J. Echevarria  
4002 West State Street, Suite 200  
Tampa, Florida 33609

RECORDED  
14 FEB 24 AM 8:31  
CLERK OF STATE  
TAMPA, FLORIDA

EXECUTION DATE: February 20, 2014

  
\_\_\_\_\_  
Michael J. Echevarria  
As Incorporator



CORAL RESTORATION FOUNDATION  
INTERNATIONAL INC.

ACCEPTANCE OF REGISTERED AGENT

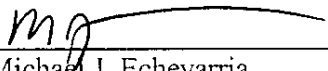
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TALLAHASSEE, FLORIDA

Pursuant to Sections 617.0501, Florida Statutes, the following is submitted:

That Coral Restoration Foundation International Inc., desiring to organize as a corporation under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Incorporation, at 4002 West State Street, Suite 200, Tampa, Florida 33609, has named Michael J. Echevarria as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for Coral Restoration Foundation International Inc. at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 617.0501, Florida Statutes.

EXECUTION DATE: February 20, 2014

  
\_\_\_\_\_  
Michael J. Echevarria  
as Registered Agent