

**N14000009016**

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H14000225813 3)))



H1400022581333ABC-

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850) 617-6381

From:

Account Name : BRINKLEY, MORGAN  
Account Number : 076077003213  
Phone : (954) 522-2200  
Fax Number : (954) 522-9123

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

**FLORIDA PROFIT/NON PROFIT CORPORATION  
GRAY FISHTAG RESEARCH, INC.**

Certificate of Status	1
Certified Copy	0
Page Count	06
Estimated Charge	\$78.75

RECEIVED  
14 SEP 26 PM 4:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

H14000225813 3

**COVER LETTER**

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

**SUBJECT: GRAY FISHTAG RESEARCH, INC.**  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM: WILLIAM T. COLEMAN, ESQ., BRINKLEY MORGAN**  
Name (Printed or typed)

**200 E. LAS OLAS BLVD., 19TH FL**  
Address

**FORT LAUDERDALE, FL 33301**  
City, State & Zip

**954-522-2200**  
Daytime Telephone number

**william.coleman@brinkleymorgan.com**  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

H14000225813 3

H14000225813 3

**ARTICLES OF INCORPORATION OF  
GRAY FISHTAG RESEARCH, INC.  
A FLORIDA NOT FOR PROFIT CORPORATION**

**ARTICLE I  
NAME**

The name of the Corporation is Gray Fishtag Research, Inc. (the "Corporation").

**ARTICLE II  
DURATION**

The term of existence of the Corporation is perpetual, and the corporate existence will commence on the filing of these Articles by the Department of State.

**ARTICLE III  
PURPOSE**

The Corporation is organized to receive a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for one or more of the following purposes: religious, charitable, scientific, testing for public safety, literary, or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereinafter be amended. Specifically, the Corporation shall foster, promote and assist in the tagging of fish worldwide and document the tagging of fish and make available the documentation of the tagging of fish to other organizations, including but not limited to educational, scientific and research organizations and governmental entities, to assist in the global preservation and protection of fish.

(a) 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.

(b) 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 Section 501(h), or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or (ii)

H14000225813 3

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
14 SEP 26 AM 9:21

H14000225813 3

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) The Corporation shall distribute its income, if any, for each taxable year at such time and in such manner as not to become subject to undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

(e) In the event of the 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 organizations which qualify as tax-exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

(f) Notwithstanding any other provisions of these Articles of Incorporation, neither the Corporation nor any member, trustee, director, officer, or private individual shall engage in any act of self-dealing as defined in Section 4941 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor fail to distribute an amount of income required to avoid incurring tax liability under Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of subsequent federal tax laws; nor retain any excess business holdings as defined in Section 4943 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws; nor make any investment in such a manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws; nor make any taxable expenditures as defined in Section 4945 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

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

There shall be not less than five (5) members of the Board of Directors of the Corporation and not more than seven (7). Directors may be elected 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, as appointed by the Incorporator, are as follows:

Title: Director  
Bob Dowling  
1490 NE 57<sup>th</sup> Court  
Fort Lauderdale, FL 33334

H14000225813 3

H14000225813 3

Title: Director  
Kim Underwood  
9854 Boca Gardens Trail, Unit C  
Boca Raton, FL 33496

Title: Director  
Ian Hall  
277 Tropic Drive  
Lauderdale By The Sea, FL 33308

Title: Director and Acting President and Incorporator  
Bill Dobbelaer  
1107 Little Harbor Drive  
Deerfield Beach, FL 33441

Title: Director  
Leo Lampone  
4601 Glenwood Drive  
Coconut Creek, FL 33066

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**  
**PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address of the Corporation shall be at 803 SW 14th Court, Pompano Beach, FL 33069.

**ARTICLE VI**  
**REGISTERED OFFICE AND AGENT**

The initial registered office of the Corporation shall be located at Brinkley Morgan, 200 East Las Olas Blvd., 19<sup>th</sup> Floor, Fort Lauderdale, FL 33301. The resident agent of the Corporation at that address shall be William T. Coleman.

H14000225813 3

H14000225813 3

**ARTICLE VII**  
**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 VIII**  
**MEMBERSHIP CONTROL**

The Corporation shall be governed by its Board of Directors; the Directors of which shall serve for a period to two (2) years, 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 members, if any, Directors, officers, or individuals, or any combination thereof, as it deems advisable to fulfill its tax exempt purposes. The Corporation shall adopt reasonable rules and regulations concerning eligibility for Membership of the Corporation and Membership fees and dues and the Corporation's Members shall elect the Board of Directors of the Corporation in accordance with Bylaws adopted by the Corporation.

**ARTICLE IX**  
**NONSTOCK CORPORATION**

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

**ARTICLE X**  
**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 (51%) percent of the Board of Directors.

**ARTICLE XI**  
**AMENDMENTS**

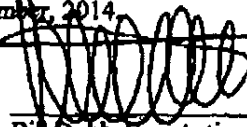
These Articles of Incorporation may be amended at any meeting of the Board of Directors, by the affirmative vote of fifty-one (51%) percent of its directors, at any regular meeting or at any special meeting called for that purpose, provided that such proposed amendments shall be plainly stated in the call for the meeting in which they are to be considered.

There are no members of the Corporation and this Amendment was unanimously approved by the Members of the Board of Directors of the Corporation by unanimous consent on the 25<sup>th</sup> day of September, 2014.

H14000225813 3

H14000225813 3

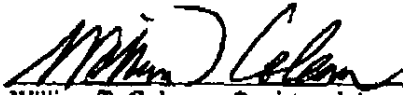
IN WITNESS WHEREOF, the Acting President and Incorporator of the Corporation, in accordance with the approval of the Members of the Board of Directors on the 25<sup>th</sup> day of September, 2014, signed these Articles on the 25<sup>th</sup> day of September, 2014.



Bill Dobbela, Acting President and  
Incorporator  
1107 Little Harbor Drive  
Deerfield Beach, FL 33441

**RESIDENT AGENT ACCEPTANCE**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, Brinkley Morgan, 200 East Las Olas Blvd., 19<sup>th</sup> Floor, Fort Lauderdale, Florida 33301, I am familiar with and accept the appointment as registered agent and agree to act in that capacity.



William T. Coleman, Registered Agent  
Brinkley Morgan  
200 East Las Olas Blvd., 19<sup>th</sup> Floor  
Fort Lauderdale, FL 33301

H14000225813 3