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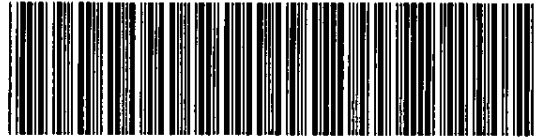
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January 9, 2015

Florida Department of State  
Division of Corporations  
Corporate Filings  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Re: Articles of Incorporation of GULFARIUM C.A.R.E FOUNDATION, INC.

Gentlemen:

Enclosed is the original and one copy of the Articles of Incorporation of **GULFARIUM C.A.R.E FOUNDATION, INC.** for filing and certifying. My firm's check in the amount of \$87.50 representing the filing fee of \$35.00, the Registered Agent Fee of \$35.00, Certificate of Status of \$8.75 and the Certified Copy fee of \$8.75 is enclosed. Once the filing and certifying is completed, please return the certified copy to my office in the enclosed self-addressed stamped envelope.

If you have any questions regarding the foregoing, please do not hesitate to contact me or my legal assistant, Marty Maldonado.

Sincerely,



RICHARD H. POWELL  
RHP/mm

Enclosures as state.

cc: Gulfarium C.A.R.E. Foundation w/enc. (via email)

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**ARTICLES OF INCORPORATION  
OF  
GULFARIUM C.A.R.E FOUNDATION, INC.**

**ARTICLE I. NAME**

The name of the corporation is GULFARIUM C.A.R.E. FOUNDATION, INC., a non-profit corporation.

**ARTICLE II. AUTHORITY AND DURATION**

This corporation is organized pursuant to the provisions of the Florida Not-For-Profit Corporation Act. The corporation shall exist perpetually, commencing on the first day of January, 2015 after the filing of the Articles of Incorporation with the Department of State.

**ARTICLE III. PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial principal office of the corporation is located at 1010 Miracle Strip Parkway, Fort Walton Beach, Florida 32548, and the mailing address is the same.

**ARTICLE IV. MANNER OF ELECTION**

Initial directors will be appointed for the first term of three (3) years. After the initial term, directors will be elected annually as provided in the By-Laws.

**ARTICLE V. REGISTERED AGENT/OFFICE**

Willis C. Merrill, III, is hereby appointed the initial Registered Agent of this corporation, pursuant to § 617.0501, Fla. Stat. and the street address of the corporation's initial Registered Office is 226 S. Palafox Place, 11<sup>th</sup> Floor, Pensacola, Florida 32502.

**ARTICLE VI. PURPOSE**

The corporation is organized exclusively for charitable, educational and scientific purposes, including Conservation, Action, Rehabilitation and Education related to marine

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
AND BUSINESSES

and other animals.

The purposes for which this corporation is formed are confined to such purposes as would qualify it as an exempt organization within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law), including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law).

The corporation shall have and exercise all rights and powers conferred on corporations generally under the laws of the State of Florida, including but not limited to those enumerated in Florida Statutes Section 617.0302. However, this corporation is not empowered to engage in any activity which is not itself in furtherance of its purposes as a corporation exempt under Section 501(c)(3), as set forth in the preceding paragraph of this Article or corresponding provision of any subsequent federal tax laws, nor is it empowered to engage in any activities described in the succeeding paragraphs of this Article.

The corporation shall not engage in any activities prohibited under Florida law including, but not limited to, any prohibited activities contained in the Florida Statutes Section 617.0835, as amended and is prohibited from engaging in any act of self-dealing as defined in the applicable provisions of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law). The corporation is prohibited from retaining any excess business holdings (as defined in the applicable provisions of the Internal Revenue Code) and is prohibited from making any investments in such a manner as to subject the corporation to taxation under the applicable provisions of the Internal

Revenue Code and from making any taxable expenditures as defined in the applicable provisions of the Internal Revenue Code. The corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation, nor shall it participate (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

No part of the net earnings, properties or assets of the corporation shall inure to the benefit of any private person or individual, or any member, officer or trustee of this corporation on dissolution or otherwise, and on liquidation or dissolution, all properties and assets of this corporation shall be distributed and paid over to such fund, foundation or corporation organized and operated for charitable purposes as the board of directors shall determine, and shall at that time qualify for tax-exempt organization under the Internal Revenue Code. The corporation shall distribute such amounts at such times and in such a manner as to not be subject to taxation under the applicable provisions of the Internal Revenue Code.

#### **ARTICLE VII. INITIAL BOARD OF DIRECTORS**

The affairs of this corporation shall be initially managed by a Board of nine (9) directors. The number of directors may be changed by amendment of the By-Laws of the corporation but shall never be less than five (5) nor greater than twenty-one (21). The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Patrick Berry

1010 Miracle Strip Parkway S.E.  
Fort Walton Beach, FL 32548

William K. Dickerson

120 Seamarge Circle  
Pensacola, FL 32507

William C. Hurley IV

111 Chickering Parkway  
Roswell, GA 30075

Willis C. Merrill, III

P.O. Box 710  
Pensacola, FL 32591

J. Collier Merrill

P.O. Box 710  
Pensacola, FL 32591

Burney H. Merrill

P.O. Box 710  
Pensacola, FL 32591

Richard H. Powell

P.O. Box 2167  
Fort Walton Beach, FL 32549

Jane Dickerson-Renfroe

4185 Baisden Road  
Pensacola, FL 32503

Forrest I. Townsend, DVM

Bayside Clinic  
251 NE Racetrack Road  
Fort Walton Beach, FL 32547

Any additional or successor director shall be elected by a two-thirds (2/3) majority vote of the existing directors.

#### **ARTICLE VIII. INITIAL OFFICERS**

The Officers of the Association shall be a president, vice-president, secretary, and treasurer, and such other officers as the board of directors may from time to time by resolution create. The officers shall be elected annually by two-thirds (2/3) majority of the directors at the corporation's annual meeting and removed in accordance with the By-laws of the corporation. The names and addresses of the persons who are to act as officers until selection of their successors are:

PRESIDENT

Willis C. Merrill, III  
226 S. Palafox Place, 11<sup>th</sup> Floor  
Pensacola, FL 32502

VICE PRESIDENT

J. Collier Merrill  
226 S. Palafox Place, 11<sup>th</sup> Floor  
Pensacola, FL 32502

SECRETARY/TREASURER

Jane Dickerson-Renfroe  
4185 Baisden Road  
Pensacola, FL 32503

#### **ARTICLE IX. DISSOLUTION**

The corporation may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the directors. Upon dissolution of the corporation, the assets of the corporation shall be dedicated to an appropriate organization or organizations exempt under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) to be used for purposes similar to those for which this corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any non-profit corporation, association, trust, or other organization to be devoted to such similar purposes.

#### **ARTICLE X. BY-LAWS**

The By-Laws of the corporation may be made, altered, or rescinded at any regular meeting of the directors, or any special meeting called for such purpose, upon the vote of the directors as provided herein, except that the initial By-Laws of the corporation shall be made and adopted by the first Board of Directors in its organizational action.

**ARTICLE XI. AMENDMENTS**

Amendment of these Articles shall require the assent of not less than a two-thirds (2/3) majority of the directors; and the By-laws may be made, altered, or rescinded by a two-thirds (2/3) majority of the directors.

**ARTICLE XII. INCORPORATOR**

Richard H. Powell

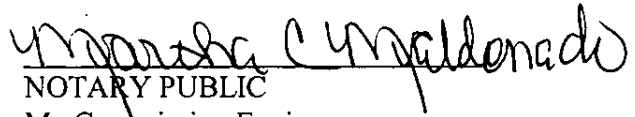
92 Eglin Parkway NE  
Fort Walton Beach, FL 32548

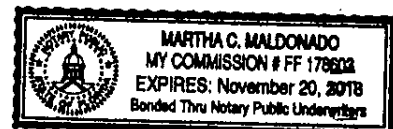
**IN WITNESS WHEREOF**, for the purpose of forming this corporation under the Laws of the State of Florida, I, the undersigned, constituting the incorporator of this corporation, have executed these Articles of Incorporation this 8<sup>th</sup> day of January, 2015.

  
RICHARD H. POWELL

STATE OF FLORIDA  
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 8<sup>th</sup> day of January, 2015, by RICHARD H. POWELL, who is personally known to me or who produced \_\_\_\_\_ as identification.

  
NOTARY PUBLIC  
My Commission Expires:





**ACCEPTANCE BY REGISTERED AGENT**

WILLIS C. MERRILL, III named as Registered Agent in the foregoing Articles of Incorporation, accepts the appointment as Registered Agent and acknowledges that he is familiar with, and accepts, the obligations provided for in Section 617.0501 Florida Statutes.

  
\_\_\_\_\_  
WILLIS C. MERRILL, III

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