

Division of Corporations

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Florida Department of State
Division of Corporations
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**FLORIDA PROFIT/NON PROFIT CORPORATION
THE GENESIS REEF PROJECT, INC.**

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**ARTICLES OF INCORPORATION
OF
THE GENESIS REEF PROJECT, INC.**

**A Corporation Not for Profit
Under Chapter 617 of the Florida Statutes**

15 FEB 11 PM 12:02
SARASOTA COUNTY FLORIDA
CLERK OF DISTRICT COURT

In order to form a corporation under and in accordance with the provisions of Chapter 617, Florida Statutes, I hereby make, adopt, and subscribe the following Articles of Incorporation:

**I.
NAME OF CORPORATION**

The name of this corporation shall be:

The Genesis Reef Project, Inc.

The principal address and the mailing address of the corporation shall be:

1126 Central Avenue
Sarasota, Florida 34236

**II.
PURPOSE OF CORPORATION**

The purposes for which the corporation is organized are exclusively charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any United States Internal Revenue Law.

No part of the net earnings of the corporation 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 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provisions of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or 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 Tax Code, or corresponding section of any future federal tax code.

The specific nature, objects, and purposes of the corporation are to hold, manage, and develop submerged land leases and permits as artificial reef sites both nationally and internationally for the following purposes:

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1. Scientific research;
2. Education;
3. Recreational use for fishing and diving;
4. Habitat development;
5. Economic development; and
6. Aquaculture.

**III.
MEMBERS**

The corporation shall not have members.

**IV.
BOARD OF DIRECTORS**

The affairs of the corporation shall be managed by a board of directors consisting of persons as determined pursuant to provisions of the Bylaws. The method of election of directors shall be as stated in the Bylaws.

**V.
INITIAL OFFICERS AND DIRECTORS**

The names and addresses of the initial officers and directors of the corporation are as follows:

| | | |
|-------------------------|---|------------------------------------|
| George Francis Frankel | - | Director, President, and Treasurer |
| 1126 Central Avenue | | |
| Sarasota, Florida 34236 | | |

| | | |
|-------------------------|---|----------|
| Lawrence Daniel Beggs | - | Director |
| 1126 Central Avenue | | |
| Sarasota, Florida 34236 | | |

| | | |
|--------------------------|---|----------|
| Joseph Patrick Weatherby | - | Director |
| 1126 Central Avenue | | |
| Sarasota, Florida 34236 | | |

**VI.
CORPORATE EXISTENCE**

The existence of this corporation shall be perpetual, unless dissolved according to law. Distributions upon the dissolution of the corporation shall be made according to the terms set forth in Article XI.

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**VII.
BYLAWS**

The first board of directors of the corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended or rescinded by the directors in the manner provided by such Bylaws.

**VIII.
REGISTERED OFFICE**

The street address of the initial registered office of the corporation is 200 South Orange Avenue, Sarasota, Florida 34236 and the name of the initial registered agent of this corporation at that address is Cross Street Corporate Services, LLC.

**IX.
INCORPORATOR**

The name and address of the Incorporator to these Articles of Incorporation is R. David Bustard, 200 South Orange Avenue, Sarasota, Florida 34236.

**X.
COMMITTEES**

The corporation may establish such committees as may be necessary to efficiently carry out the general purposes and activities of the corporation.

**XI.
DISTRIBUTION UPON DISSOLUTION**

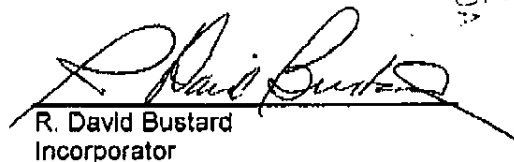
Upon the dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes for which this corporation was organized to such organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code, as amended, (or the corresponding provision of any future United States Internal Revenue Law) or an organization or organizations, contributions to which are deductible under Section 170(c)(1) or (2) of the Internal Revenue Law.

**XII.
AMENDMENT**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner provided in the Bylaws.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles
Incorporation this 11th day of February 2015.


R. David Bustard
Incorporator

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned, hereby consents to the appointment as Registered Agent and to
accept service of process upon said corporation in this state. The undersigned is familiar with,
and accepts, the obligations of this position.

Cross Street Corporate Services, LLC,
a Florida limited liability company

By:


R. David Bustard
As a Vice President

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