

Division of Corporations

Page 1 of 2

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**FLORIDA PROFIT/NON PROFIT CORPORATION
The Estuaries Foundation, Inc.**

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**ARTICLES OF INCORPORATION
OF
THE ESTUARIES FOUNDATION, INC.,
A FLORIDA NOT-FOR-PROFIT CORPORATION**

**ARTICLE 1
NAME**

The name of the not-for-profit corporation created pursuant to these Articles of Incorporation shall be: **THE ESTUARIES FOUNDATION, INC.**, a Florida not-for-profit corporation (the "Corporation").

**ARTICLE 2
DURATION**

The duration of the Corporation is perpetual. The date and time of commencement of the corporate existence is the time of filing of the Articles of Incorporation by the Department of State of the State of Florida.

**ARTICLE 3
PRINCIPAL OFFICE**

The street address of the principal office of the Corporation is 128 Hawthorne Road, St. Augustine, FL 32086. The mailing address of the principal office of the Corporation is 128 Hawthorne Road, St. Augustine, FL 32086.

**ARTICLE 4
REGISTERED AGENT**

The name of the initial registered agent of the Corporation is Palmetto Charter Services, Inc., a Florida corporation. The street address of the initial registered agent of the Corporation is 149 S. Ridgewood Avenue, Suite, 700, Daytona Beach, FL 32114.

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**ARTICLE 5
PURPOSE**

The purposes of the Corporation shall be exclusively charitable in nature, to-wit: To advocate science-based management of Florida's estuaries, which provides administrative, coordination and outreach service, as a partner, in the Estuaries Research Consortium of Northeast Florida.

**ARTICLE 6
DISSOLUTION**

Upon 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 of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious, or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future federal tax code), as the Board of Directors shall determine.

**ARTICLE 7
BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors of the Corporation is two (2) Directors. The names and mailing addresses of the initial Directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Position</u>
Shailesh K. Patel	4643 S. Clyde Morris Boulevard, Suite 302, Port Orange, FL 32129	Director
Joel S. Steward	128 Hawthorne Road, St. Augustine, FL 32086	Director

The method for election of the Directors shall be as set forth in the bylaws of the Corporation. The number of Directors may be changed from time to time by the bylaws, except that the number shall at no time be less than two (2) Directors.

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**ARTICLE 8
OFFICERS**

The names and mailing addresses of the initial Officers of the Corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>Position</u>
Shailesh K. Patel	4643 S. Clyde Morris Boulevard, Suite 302, Port Orange, FL 32129	Executive Director/President
Joel S. Steward	128 Hawthorne Road, St. Augustine, FL 32086	Assistant Director/Vice President

**ARTICLE 9
MEMBERSHIP**

Membership in the Corporation shall be as set forth in the bylaws of the Corporation.

**ARTICLE 10
INCORPORATOR**

The name and mailing address of the incorporator of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Shailesh K. Patel	4643 S. Clyde Morris Boulevard, Suite 302, Port Orange, FL 32129

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute and
acknowledge these Articles of Incorporation this 16th day of September, 2015.

By:

Name: Shailesh K. Patel, Incorporator

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**CERTIFICATE DESIGNATING
REGISTERED AGENT AND STREET ADDRESS OF REGISTERED AGENT
FOR SERVICE OF PROCESS**

Pursuant to Section 617.0501, Florida Statutes, THE ESTUARIES FOUNDATION, INC., a Florida not-for-profit corporation, hereby designates Palmetto Charter Services, Inc., a Florida corporation, as its registered agent and 149 S. Ridgewood Avenue, Suite 700, Daytona Beach, FL 32114 as the street address of its registered agent for service of process within the State of Florida.

THE ESTUARIES FOUNDATION, a
Florida Not-For-Profit Corporation

By: *Shallesh K. Patel*
Name: Shallesh K. Patel, Incorporator

ACCEPTANCE OF DESIGNATION

The undersigned understands the obligations of and hereby accepts the foregoing designation as registered agent of THE ESTUARIES FOUNDATION, INC., a Florida not-for-profit corporation, for service of process within the State of Florida.

PALMETTO CHARTER SERVICES, INC.
a Florida corporation

By: *John P. Ferguson*
Name: John P. Ferguson
Title: Vice-President

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