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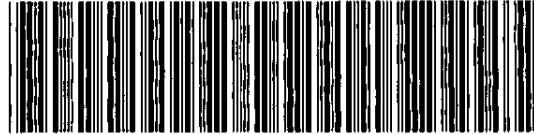
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*11/03/16*

# ARTICLES OF INCORPORATION

OF

## RESILIENCY FLORIDA, INC.

The undersigned, acting as Incorporator of a Florida Corporation under the Florida Not for Profit Incorporation Act, hereby causes to be delivered the following Articles of Incorporation for said Corporation:

### ARTICLE I

#### NAME

The name of the Corporation is Resiliency Florida, Inc.

### ARTICLE II

#### ADDRESS

The principal and mailing address of the Corporation is c/o Stephen "Pepper" Uchino, 201 W. Park Avenue, Suite 100, Tallahassee, FL 32301.

### ARTICLE III

#### PURPOSE

The Corporation is organized and shall be operated exclusively as a tax exempt organization within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986 or the corresponding provisions of any future federal internal revenue laws then in effect (the "Internal Revenue Code") and to such end, and within such restrictions, the Corporation is organized for the purposes of promoting information, education, advocacy, and support for the development of action plans to adapt to extreme weather and sea level rise and for increased investment by the state and federal governments in critical infrastructure and habitat throughout Florida to meet these challenges.

No part of the earnings or other assets of this Corporation shall inure to the benefit of any director, officer, contributor, or other private individual, having, directly or indirectly, any personal or private interest in the activities of the Corporation, except that this Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment in furtherance of the purposes set forth in Article III.

The foregoing specific purposes shall not be held to limit or restrict in any manner the powers of the Corporation as conferred by the laws of the State of Florida and shall be understood to be in

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furtherance of, and in addition to, such general powers conferred on corporations not for profit under the provisions of Chapter 617, Florida Statutes, as the same may be amended from time to time, or the provisions of any similar law.

#### **ARTICLE IV**

##### **BOARD OF DIRECTORS**

The Board of Directors shall be vested with all the power and authority to supervise, control, direct and manage the property, affairs, and activities of this Corporation. The rights, powers, and privileges of the directors shall be fixed in the Bylaws.

The number of members of the Board of Directors shall not be less than four (4) and shall be fixed by, or in the manner prescribed in the Bylaws, as amended from time to time at any time after the adoption of the initial Bylaws. Directors shall be elected or appointed in the manner and for the terms provided in the Bylaws.

The following persons shall constitute the initial Board of Directors of the Corporation:

<b><u>Name</u></b>	<b><u>Address</u></b>
Stephen "Pepper" Uchino	201 W. Park Avenue, Suite 100 Tallahassee, FL 32301
Edgar G. Fernandez	201 W. Park Avenue, Suite 100 Tallahassee, FL 32301
Irela Bague	15 Madeira Avenue, Suite G Coral Gables, FL 33134
Erin Deady	1111 Hypoluxo Road, Suite 207 Lantana, FL 33462

#### **ARTICLE V**

##### **DISSOLUTION**

This Corporation is not for profit and, therefore, there shall never be distributed any gains, profits, or dividends to any officer, director, or member of the Corporation, and no part of the net earnings shall inure to any individual. It is a further expressed provision of these Articles that the assets and proceeds of every nature and description are, and shall forever be, irrevocably dedicated to the benevolent purposes stated in Article III hereof. In the event of liquidation or dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, transfer or convey all assets of the Corporation to any exempt organization(s) under Code Section 501(c)(4) or Section 501(c)(3) (or any

successor legislation to either section) as the Board of Directors (or in their absence, a court of competent jurisdiction) shall determine.

## **ARTICLE VI**

### **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 201 W. Park Avenue, Suite 100, Tallahassee, Florida 32301, and the name of the initial registered agent of the Corporation is Stephen "Pepper" Uchino

## **ARTICLE VII**

### **INDEMNIFICATION**

The Corporation shall indemnify its directors and its officers to the fullest extent permitted by the provisions of the Florida General Corporation Act and Florida Not for Profit Corporations Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings. The indemnification provided for herein shall not be deemed exclusive of any other rights to which the indemnified may be entitled under any bylaw, agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while such office. The right to indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

## **ARTICLE VIII**

### **INCORPORATOR**

The name and address of the person signing these Articles is as follows:

#### **Name**

Stephen "Pepper" Uchino

#### **Address**

201 W. Park Avenue, Suite 100  
Tallahassee, FL 32301

SECRET  
TALLAHASSEE, FLORIDA

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APPROVED  
11/03/2016

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this  
3<sup>rd</sup> day of November, 2016

  
\_\_\_\_\_  
Stephen "Pepper" Uchino

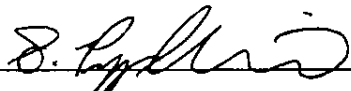
Incorporator

#### ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-stated (professional service corporation) at the place designated in this certificate, I hereby accept the appointment as registered agent (on behalf of registered agent company) and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provide for in Chapter 617, Florida Statutes.

Dated: 11/03/2016

Resiliency Florida, Inc.

By:   
\_\_\_\_\_  
Stephen "Pepper" Uchino  
Initial Registered Agent

201 W. Park Avenue, Suite 100  
Tallahassee, FL 32301