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11/28/16

COVER LETTER

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

SUBJECT: Rosebud Continuum Corporation
(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: Merritt A. Gardner
Name (Printed or typed)

5415 Mariner Street, Suite 200
Address

Tampa, Florida 33609
City, State & Zip

(813) 288-9600
Daytime Telephone number

lperagine@magardner.com
E-mail address: (to be used for future annual report notification)

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

**ARTICLES OF INCORPORATION
OF
ROSEBUD CONTINUUM CORPORATION**

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The undersigned incorporator hereby makes, subscribes, acknowledges and files these Articles of Incorporation to form a not for profit corporation pursuant to Chapter 617 of the Laws of the State of Florida, to be operated for educational and/or charitable purposes exclusively.

**ARTICLE I
NAME AND PRINCIPAL OFFICE**

The name of this corporation shall be: ROSEBUD CONTINUUM CORPORATION. The principal office of this corporation shall be: 7543 Land O' Lakes Boulevard, Land O' Lakes, Florida 34638.

**ARTICLE II
IDENTIFICATION OF REGISTERED AGENT**

The initial registered agent of this corporation shall be: Merritt A. Gardner. The street address of the initial registered agent of this corporation shall be: 5415 Mariner Street, Suite 200, Tampa, Florida 33609.

**ARTICLE III
GENERAL PURPOSES**

The general purposes for which this corporation is formed are to operate exclusively for such educational and/or charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

No part of the net earnings of this corporation shall inure to the benefit of any member, director, or officer of this corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for this corporation affecting one or more of its purposes), and no member, director or officer of this corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and this corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV MEMBERSHIP

This corporation shall have one class of members. The number, method for selection, qualification, rights and duties of the members shall be as provided in the bylaws of this corporation.

ARTICLE V INCORPORATOR

The name and street address of the incorporator are:

Name

Merritt A. Gardner

Address

5415 Mariner Street, Ste. 200
Tampa, Florida 33609

**ARTICLE VI
BOARD OF DIRECTORS**

All power of this corporation shall be exercised by, or under the authority of, and the affairs of this corporation shall be managed under the direction of, the Board of Directors, subject to all applicable laws. The number, method for selection, qualification, rights and duties of the directors shall be as provided in the bylaws of this corporation.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of seven (7) members, such members to hold office until their successors have been duly elected and qualified. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Ervin W. Bishop	7543 Land O' Lakes Boulevard Land O' Lakes, Florida 34638
Maryann Bishop	7543 Land O' Lakes Boulevard Land O' Lakes, Florida 34638
Brian Bishop	7543 Land O' Lakes Boulevard Land O' Lakes, Florida 34638
Michael Kuras	7543 Land O' Lakes Boulevard Land O' Lakes, Florida 34638
Craig Huegel, Ph.D	9900 133 rd Street Seminole, Florida 33776
Thomas Henry Culhane, Ph.D	Patel College of Global Sustainability University of South Florida 4202 E. Fowler Avenue Tampa, Florida 33620
Joseph Dorsey, Ph.D	13429 Thomasville Circle Tampa, Florida 33617

**ARTICLE VIII
BYLAWS**

The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the members entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the members, and the members may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors.

**ARTICLE IX
DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE X
AMENDMENTS TO ARTICLES OF INCORPORATION**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the members herein are subject to this reservation.

**ARTICLE XI
INDEMNIFICATION**

This corporation may indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE XII

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 21st day of November, 2016, for the uses and purposes therein stated.



MERRITT A. GARDNER

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 21st day of November, 2016, by Merritt A. Gardner, as Incorporator of this corporation. He is personally known to me.



LINDSAY A. PERAGINE
NOTARY PUBLIC
STATE OF FLORIDA
Comm# FF138812
Expires 7/2/2018



Print, Type or
Stamp Name: Lindsay A. Peragine
Notary Public, State of Florida
Serial No., if any: _____

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

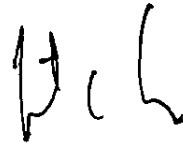
MERRITT A. GARDNER, having been named as registered agent to accept service of process for ROSEBUD CONTINUUM CORPORATION, at the registered office designated below, hereby agrees and consents to act in that capacity.

Registered office:

5415 Mariner Street, Suite 200
Tampa, Florida 33609

The undersigned is familiar with and accepts the duties and obligations of Section 617.0503, Florida Statutes.

DATED this 21st day of November, 2016.



MERRITT A. GARDNER

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