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TALLAHASSEE FLORIDA

*a* 01/06/17

## COVER LETTER

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

**SUBJECT:** Moirai Conservation and Research Inc.

(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:** Clare-Anne Canfield  
\_\_\_\_\_  
Name (Printed or typed)

1808 W OAK AVE  
\_\_\_\_\_  
Address

PLANT CITY, FL 33563  
\_\_\_\_\_  
City, State & Zip

(863) 668-1108  
\_\_\_\_\_  
Daytime Telephone number

neilcopes@gmail.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 – NON-PROFIT  
(FLORIDA)**

**ARTICLE I  
NAME**

**1.01 Name**

The legal name of this corporation shall be Moirai Conservation and Research Inc. The business of the corporation will be conducted as Moirai Conservation and Research Inc.

**ARTICLE II  
ADDRESSES OF THE CORPORATION**

**2.01 Corporate Address**

The physical address of the corporation is:

1808 W OAK AVE  
PLANT CITY, FL 33563

The mailing address of the corporation is:

1808 W OAK AVE  
PLANT CITY, FL 33563

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**ARTICLE III  
PURPOSE**

**3.01 Purpose**

Moirai Conservation and Research Inc. is a non-profit corporation organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations, under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

We serve to understand and protect earth's longest lived species.

To maximize our effectiveness, we may seek to collaborate with other non-profit organizations which qualify as non-profit corporations under section 501(c)(3).

**3.02 Public Benefit**

Moirai Conservation and Research Inc. is designated as a public benefit corporation.

## **ARTICLE IV NON-PROFIT NATURE / BENEFITS**

### **4.01 Non-profit Nature**

Moirai Conservation and Research Inc. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its charitable, educational, or scientific purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to, any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

### **4.02 Personal Liability**

No officer or director of this corporation shall be personally liable for the debts or obligations of Moirai Conservation and Research Inc. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

### **4.03 Dissolution**

Upon the termination or dissolution of Moirai Conservation and Research Inc., any assets lawfully available for distribution shall be distributed to one or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute), which organization or organizations shall have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of Moirai Conservation and Research Inc. hereunder shall be selected by the discretion of a majority of the managing body of the Moirai Conservation and Research Inc. and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Moirai Conservation and Research Inc. by one or more of its managing body, which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida, or its equivalent, to be added to the general fund.

#### **4.03 Prohibited Distributions**

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 Article III, Section 3.01.

#### **4.04 Restricted Activities**

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

#### **4.05 Prohibited Activities**

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax as an organization described by 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 V BOARD OF DIRECTORS**

#### **5.01 Governance**

Moirai Conservation and Research Inc. shall be governed by its board of directors.

#### **5.02 Initial Directors**

The initial directors of the corporation shall be:

Title: President  
Name: Canfield, Clare-Anne  
Address: 1808 W OAK AVE  
PLANT CITY, FL 33563

Title: Secretary  
Name: Lipps, David  
Address: 5200 N. LAMAR BLVD. APT. J202  
AUSTIN, TX 78751

Title: Treasurer  
Name: Copes, Neil  
Address: 1808 W OAK AVE  
PLANT CITY, FL 33563

### **5.03. Selection of Board Members**

Initial board members were selected by the incorporator.

Moirai Conservation and Research Inc. Directors may be elected at any Board meeting by the majority vote of the existing Board of Directors.

## **ARTICLE VI MEMBERSHIP**

### **6.01 Membership**

Moirai Conservation and Research Inc. shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

## **ARTICLE VII AMENDMENTS**

### **7.01 Amendments**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

## **ARTICLE VIII APPOINTMENT OF REGISTERED AGENT**

### **8.01 Registered Agent**

The registered agent of the corporation shall be:

Neil Copes  
1808 W OAK AVE  
PLANT CITY, FL 33563

**ARTICLE IX  
INCORPORATOR**

**9.01 Incorporator**

The incorporator of the corporation is:

Clare-Anne Canfield  
1808 W OAK AVE  
PLANT CITY, FL 33563

**ARTICLE X  
DURATION**

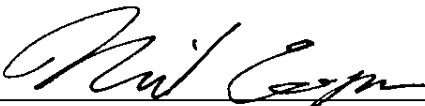
**10.01 Duration**

The period of duration of the corporation shall be perpetual.

### Acknowledgment of Consent to Appointment as Registered Agent

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Name: Neil Copes  
Address: 1808 W OAK AVE  
PLANT CITY, FL 33563

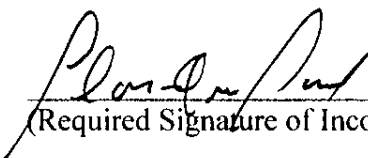
  
(Required Signature of Registered Agent)

01 - 02 - 2017  
(Date)

### Acknowledgement of Incorporator

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Name: Clare-Anne Canfield  
Address: 1808 W OAK AVE  
PLANT CITY, FL 33563

  
(Required Signature of Incorporator)

01 - 2 - 2017  
(Date)

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TALLAHASSEE, FLORIDA