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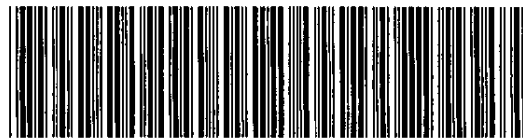
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(Business Entity Name)

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TALLAHASSEE, FLORIDA

*Handwritten signature* 02/15/17

## COVER LETTER

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

SUBJECT: Te Mauri, 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: William H. Marks  
Name (Printed or typed)

8867 Sydney Harbor Circle  
Address

Delray Beach FL 33446  
City, State & Zip

800 331 1021  
Daytime Telephone number

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

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

## PREAMBLE

The undersigned citizens of the United States, desiring to form a not for profit corporation under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, certify and acknowledge the following:

## ARTICLE I. NAME

The name of the Not For Profit Corporation shall be the Te Mauri, Inc. ("Corporation").

## ARTICLE II. DURATION

The duration of the Corporation shall be perpetual.

## ARTICLE III. PRINCIPAL OFFICE & MAILING ADDRESS

The principal office of the Corporation shall be 8867 Sydney Harbor Circle, Delray Beach, Florida, 33446. The mailing address of the Corporation shall be P.O. Box 24079, Cincinnati, Ohio, 45224.

## ARTICLE IV. PURPOSE

The Corporation is organized exclusively for charitable, scientific, and educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code, as may be amended. The Corporation is also organized for the purposes of making contributions or donations to other §501(c)(3) organizations within the meaning of the Internal Revenue Code, as may be amended and exempt from taxation under §501(a) of the Internal Revenue Code, as may be amended. Specifically, the Corporation is organized to support the preservation and persistence of the culture and people of the Republic of Kiribati and other at-risk nations, populations, cultures, etc.

## ARTICLE V. ELECTION OF CORPORATE DIRECTORS

The directors of the Corporation shall be elected in accordance with methods and qualifications specified in the bylaws of the Corporation. In no event, shall the number of directors be fewer than three.

## ARTICLE VI. POWERS

The powers of the Corporation shall be provided in the bylaws of the Corporation in accordance with Chapter 617, Florida Statutes with the following limitations within the meaning of §501(c)(3) of the Internal Revenue Code, as may be amended:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, directors, officers, or other private interests. However, the Corporation shall be authorized and empowered to pay a reasonable flat salary for services rendered by its employees and to make payments and other distributions in furtherance of the purposes set forth in Article IV.
2. Only an insubstantial amount of the activities of the Corporation shall be in furtherance of a purpose not set forth in Article IV.
3. Only an insubstantial amount of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, within the meaning of §501(c)(3) of the Internal Revenue Code, as may be amended, unless the Corporation elects the provisions of §501(h) of the Internal Revenue Code, as may be amended.

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TALLAHASSEE FLORIDA

4. In no event shall the Corporation have the power to participate in, or intervene in, including the publishing or distributing of statements, any political campaign on behalf of, or in opposition to, any candidate for public office, all within the meaning of §501(c)(3) of the Internal Revenue Code, as may be amended.
5. In the event the Corporation chooses to litigate, using its own staff attorneys on behalf of its members or other clients, the Corporation shall comply with the guidelines provided within Revenue Procedure 92-59, 1992-2 C.B. 411-12, as may be amended, superseded, or modified. The bylaws of the Corporation shall adopt these provisions accordingly.

#### ARTICLE VII. MEETINGS

1. After incorporation, the appropriate members of the Corporation shall hold an organizational meeting in accordance with Chapter 617, Florida Statutes, as amended.
2. The board of directors of the Corporation may participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication which allows all directors participating to simultaneously hear one another. A director participating in such a meeting is deemed present at the meeting. In the alternative, the board of directors may take actions through signed email communications provided all board members agree.

#### ARTICLE VIII. INCORPORATORS

The name and address of the Incorporator is: William H. Marks of 8867 Sydney Harbor Circle, Delray Beach, Florida, 33446.

#### ARTICLE IX. DISSOLUTION

Upon dissolution and upon payment or adequate discharge of all liabilities and obligations, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code, as amended, or shall be distributed to a State or the Federal government for a public purpose.

#### ARTICLE X. REGISTERED AGENT AND OFFICE

The Registered Agent of the Corporation shall be Shelly K. Entner of 8867 Sydney Harbor Circle, Delray Beach, Florida, 33446, and the Registered Office of the Corporation shall be 8867 Sydney Harbor Circle, Delray Beach, Florida, 33446.

#### ARTICLE XI. EFFECTIVE DATE

The effective date of incorporation for the Corporation shall be upon filing by the Secretary of State.

#### ARTICLE XII. CORRESPONDANCE NAME AND EMAIL

Correspondence for the Corporation shall be sent to William H. Marks at email address [whhhmarks@gmail.com](mailto:whhhmarks@gmail.com).

#### ARTICLE XIII. INDEMNIFICATION

The Corporation does indemnify any directors, officers, employees, incorporators, and members of the Corporation from any liability regarding the Corporation and the affairs of the

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Corporation, unless the person fraudulently and intentionally violated the law and/or maliciously conducted acts to damage and/or defraud the Corporation, or as otherwise provided under applicable statute.

ARTICLE XIV. INITIAL DIRECTORS

The Corporation shall have three initial directors: (1) as President, William H. Marks of 8867 Sydney Harbor Circle, Delray Beach, Florida, 33446; (2) as Vice President, Secretary, and Treasurer, Shelly K. Entner of 8867 Sydney Harbor Circle, Delray Beach, Florida, 33446; (3) as Director, Daniel S. Pincus of 43 Clarkson Street, 3<sup>rd</sup> Floor Front, New York, New York, 10014.

# CERTIFICATION OF INCORPORATOR

Having prepared the Articles of Incorporation as the Incorporator of the Te Mauri, Inc., and living at 8867 Sydney Harbor Circle, Delray Beach, Florida, 33446, I hereby declare I am the incorporator submitting these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in § 817.155, Florida Statutes. I acknowledge that I have read the "Notice of Annual Report" statement and understand the requirement to file an annual report between January 1<sup>st</sup> and May 1<sup>st</sup> in the calendar year following formation of this corporation and every year thereafter to maintain "active" status..

Dated this 05 day of February, 2017.

By: William H. Marks

William H. Marks

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the Registered Agent of the Te Mauri, Inc., and to accept service of process for the above stated corporation at the place designated in this certificate (8867 Sydney Harbor Circle, Delray Beach, Florida, 33446), I, Shelly K. Entner, hereby accept the appointment and agree to act in this capacity. I further agree to comply with the provisions of all statutes relation to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 5<sup>TH</sup> day of FEBRUARY, 2017

By: Shelly K. Entner

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TALLAHASSEE, FLORIDA