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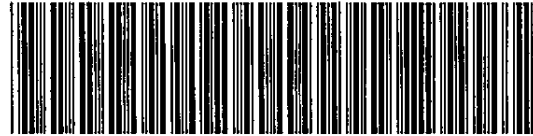
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TALLAHASSEE, FLORIDA

✓ 05/23/17

ARTICLES OF INCORPORATION
YOUNG MARINE EXPLORERS, INC.

(A Corporation Not for Profit)

The undersigned hereby submit the following Articles of Incorporation for the formation of a corporation not-for-profit in accordance with the laws in the State of Florida.

I
NAME

The name of the corporation shall be YOUNG MARINE EXPLORERS, INC. (The "Corporation").

II
ADDRESS

The address of the principal office of the Corporation and the mailing address of the Corporation shall be 6401 Lyons Road, Coconut Creek, Florida 33073, but the Corporation may maintain offices and transact business in other places within or without the State of Florida as may from time to time be designated by the Board of Directors. Furthermore, the Board of Directors may from time to time relocate the principal office of the Corporation.

III
PURPOSE

This Corporation is organized and shall be operated exclusively for charitable purposes. YOUNG MARINE EXPLORERS, INC. is an organization dedicated to developing the academic and leadership skills of the young students enrolled in the organization. After school classes and Saturday field trips are held to train the students participating in citizenship, leadership skills and dedication to environmental maintenance and sustainability. YOUNG MARINE EXPLORERS are involved in reef and ocean study. The YOUNG MARINE EXPLORERS curriculum reinforces what students are learning in biology, geography and mathematics. YOUNG MARINE EXPLORERS allows students to learn through experimental learning activities in the ocean. A successful student can earn a two-year Associate Degree scholarship at Miami-Dade College.

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IV
MEMBERSHIP

1. Members of the Corporation shall be limited to such persons who are sincerely interested in and committed to the purposes of the Corporation.
2. A candidate for membership must be proposed by a Member of the Corporation and seconded by at least two Members of the Corporation, in a letter addressed to the Secretary. Accompanying such letter shall be a resume of the candidate for membership. The acceptance of new Members of the Corporation into the Corporation shall be determined by a majority vote of the Members of the Corporation.
3. A quorum at meetings of Members of the Corporation shall consist of persons present, in person or by proxy, entitled to cast a majority of the votes of the entire membership. Each active Member of the Corporation shall be entitled to one vote in the overall management of the Corporation.
4. If any member of the Corporation engages in any unprofessional action or conduct detrimental to the Corporation, the remaining Members of the Corporation shall have absolute discretion to expel or suspend such Member from the Corporation, without recourse.
5. The annual meeting of Members of the Corporation shall be held during the month of December each year for the purpose of electing Directors and transacting any other business duly authorized to be transacted by the Members of the Corporation. Special meetings of Members of the Corporation shall be held whenever called by the President or Vice President or by a majority of the Members of the Corporation. At meetings of membership, the membership shall select a Chairman to preside.

V
DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of not fewer than (3) and not more than fifteen (15) persons, the exact number to be determined from time to time in accordance with the Bylaws. The Directors shall be elected by the Members of the Corporation. The members of the Corporation may remove any and all of the Directors from the Board, with or without cause and at such time by the Members of the Corporation as they may determine, in their discretion.

The names and addresses of the individuals who shall serve as the initial directors of YOUNG MARINE EXPLOERS, INC. are as follow:

| <u>Name</u> | <u>Address</u> |
|---|--|
| Curtis Campaigne the Third President | 430 Grand Bay Drive Key Biscayne, FL 33149 |
| Dominic Mitchel Treasurer | 1-50 50 th Avenue, Apt 1909 Long Island City, NY 11101 |
| Nikita Shiel-Rolle Secretary | P.O. Box CB 13179 Nassau, The Bahamas |

VI REGISTERED AGENT

The name and address of the initial registered agent of YOUNG MARINE EXPLORERS, INC. is David T. Price, Esq., 6401 Lyons Road, Coconut Creek, Florida 33073.

The name and address of the incorporators of YOUNG MARINE EXPLORERS, INC. are:

| | |
|----------------|--|
| <u>Name</u> | David T. Price |
| <u>Address</u> | 6401 Lyons Road Coconut Creek, FL 33073 |

VII OFFICERS

The affairs of the Corporation shall be managed on a day-to-day basis by the officers in accordance with the Bylaws. The officers shall be appointed from time to time by the Board of Directors. Officers shall serve at the pleasure of the Board of Directors.

VIII DISSOLUTION

In the event of dissolution of YOUNG MARINE EXPLORERS, INC., the residual assets of the Corporation will be distributed to one or more other qualified organizations provided they are at the time exempt organizations described in Sections 501 (c) (3) and 509 (a) 2) of the

Internal Revenue Code of 1986 or corresponding sections made prior or in the future to the Internal Revenue Code.

IX DURATION

The Corporation shall have perpetual existence.

X BYLAWS

The Bylaws of the Corporation shall be adopted, amended or rescinded by the Members of the Corporation in the manner provided by the Bylaws. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with the law of with the Articles of Incorporation.

XI AMENDMENTS

The Articles of Incorporation may be amended or repealed in whole or in part by a majority vote of the Members of the Corporation at a meeting of the Members of the Corporation or by a majority vote of the Directors of the Corporation at a meeting of the Directors. Notice of proposed changes to the Articles of Incorporation shall be given to the members of the Directors of the corporation together with the notice of the meeting.

XII CHARITABLE RESTRICTIONS AND LIMITATIONS

1. No part of the net earnings of YOUNG MARINE EXPLORERS, INC. shall inure to the benefit of or be distributed to its governing Board of Directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payment and distribution in furtherance of the purposes set forth in Article III hereof.
2. The Corporation shall not attempt to influence legislation as a substantial part of its activities, nor shall it participate to any extent in any political campaign for or against any candidate for the public office.
3. It is intended that this Corporation shall have the status of a Corporation which is exempt from Federal income taxation under Section 501 (a) of the Internal Revenue Code, as an

organization described in Section 501 (c) (3) of the Code, and described in section 509 (a) (3) of the Code. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly.

4. At no time shall the Board of Directors of the Corporation be constituted so as to be controlled directly or indirectly by one or more disqualified persons with respect to the Corporation (as defined in Section 4946 of the Code) other than "foundation managers" as defined by the Code.

XIII

UNRELATED BUSINESS ACTIVITY

Notwithstanding any other provision of these Articles of Incorporation, YOUNG MARINE EXPLORERS, INC., shall not carry on any activities not permitted to be carried on by a corporation not for profit under the laws of the State of Florida and exempt from federal income tax under the provisions of Sections 501 (c) (3) of the Internal Revenue Code as amended or the corresponding provision of any future United States Internal Revenue Code provision or other activities which are prohibited to a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code as amended or the corresponding provision of any future United States Internal Revenue Code provision or other activities which are prohibited to a corporation.

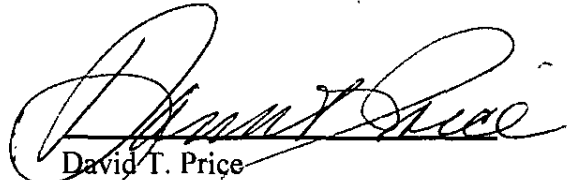
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SUBSCRIBERS

The names and addresses of the subscribers to these Articles are:

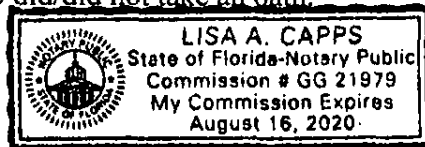
| | | | |
|-------------|----------------|----------------|--|
| <u>Name</u> | David T. Price | <u>Address</u> | 6401 Lyons Road Coconut Creek, FL 33073 |
|-------------|----------------|----------------|--|

IN WITNESS WHEREOF the subscribers have hereunto set their hands and seals, this 16th day of May, 2017.


David T. Price
Incorporator

STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 16th day of May, 2017 by DAVID T. PRICE, who is personally known to me or has produced _____ as identification and who did/did not take an oath.

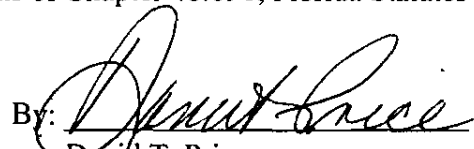


Lisa A. Capps

Notary

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in paragraph V of these Articles, I hereby accept said appointment and agree to act in this capacity and I agree to comply with the provisions of Chapter 48.091, Florida Statutes relative to keeping open said office.

By: 
David T. Price

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