

5/25/2018

Division of Corporations

Florida Department of State

N18000005866Division of Corporations
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Account Number : I20050000159
Phone : (772)231-4440
Fax Number : (772)231-4430

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Email Address: remmons@rosswayswan.com

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RELATIONS
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FLORIDA PROFIT/NON PROFIT CORPORATION

Provenance Projects, Inc.

Certificate of Status	1
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Page Count	05
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

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

SUBJECT: Provenance Projects, 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: Rossway Swan Tierney Barry Lacey & Oliver, P.L.
Name (Printed or typed)

2101 Indian River Blvd., Suite 200

Address

Vero Beach, FL 32960

City, State & Zip

772-231-4440

Daytime Telephone number

remmons@rosswayswan.com

E-mail address: (to be used for future annual report notification)

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

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**ARTICLES OF INCORPORATION
OF
PROVENANCE PROJECTS, INC.**

The undersigned, under the provisions of Chapter 617 of the Florida Statutes, for the purpose of forming a not for profit corporation under the laws of the State of Florida, sets forth the following:

ARTICLE I - Name

The name of the corporation is: PROVENANCE PROJECTS, INC.

ARTICLE II - Principal Place of Address

The principal place of business and the mailing address of the corporation is: 805 Island Club Square, Vero Beach, Florida 32963.

ARTICLE III - Purpose

The corporation is organized exclusively for charitable, religious, 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 of 1986, as amended from time to time (the "Code") or corresponding provisions of any future federal tax code and to locate, identify, protect, preserve, and study culturally significant resources. Following UNESCO guidelines, the corporation will work with archaeologists, conservators, and other scientists to survey, and where necessary scientifically excavate, study and conserve, while also working to preserve and protect sites. The corporation will make complete collections of data and collections of artifacts available for ongoing study, education and publication. The corporation will not sell artifacts but instead will share its discoveries and significance with the world through ethical, best practices archaeology, careful study, and keeping collections and data intact for maximum public benefit. The corporation may, as permitted by law, engage in any and all activities in furtherance of, related to, or incidental to these purposes which may lawfully be carried on by a corporation formed under Chapter 617, Florida Statutes, and which are not inconsistent with the corporation's qualification under Section 501(c)(3) of the Code.

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TALLAHASSEE, FLORIDA

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ARTICLE IV – Manner of election of directors

The manner in which the directors are elected or appointed is as set forth in the Bylaws of the corporation.

ARTICLE V – Limitation of corporate powers

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes.

ARTICLE VI – Registered Agent

The name and address of the initial registered agent is: Rebecca F. Emmons, Esq., 2101 Indian River Boulevard, Vero Beach, Florida 32960.

ARTICLE VII - Incorporator

The name and street address of the incorporator for these articles of incorporation is: Ashley Guttuso, 805 Island Club Square, Vero Beach, Florida 32968.

ARTICLE VIII - Dissolution

Upon dissolution of the corporation, assets shall be distributed to one or more exempt purposes within the meaning of section 501(c)(3) of the Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in 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.

ARTICLE IX - Miscellaneous

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 payments and distributions in furtherance of the purposes of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not

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participate in, or intervene in (including the publishing 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 Code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

No officer or director of the corporation shall be personally liable to the corporation for monetary damages for or arising out of a breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director to the extent that such liability is imposed by applicable law (i) for a breach of the director's duty of loyalty to the corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the officer or director derived an improper personal benefit.

The corporation may, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer or director of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by the corporation.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of an officer or director entitled to indemnification hereunder. The right of indemnification under this provision shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This provision constitutes a contract between the corporation and the indemnified officers and directors. No amendment or repeal of this provision that adversely affects the right of an indemnified officer or director shall apply to such officer or director with respect to those acts or omissions that occurred at any time prior to such amendment or repeal.

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The undersigned incorporator has executed these Articles of Incorporation this 25
day of May, 2018.

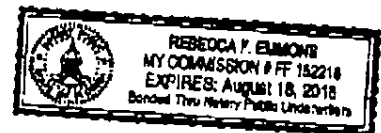
PROVENANCE PROJECTS, INC.

By: Ashley Guttuso
Ashley Guttuso, Incorporator

STATE OF FLORIDA
COUNTY OF Indian River

The foregoing instrument was acknowledged before me this 25th day of
May, 2018, by Ashley Guttuso, as the Incorporator of Provenance Projects, Inc.,
who is personally known to me or who showed _____ as identification.

Rebecca F. Emmons
Notary Public



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**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF ORGANIZATION**

Rebecca F. Emmons, Esq. is an individual residing in this state having a business office identical with the registered office of the company named below and having been designated as the Registered Agent in the above and foregoing Articles of Organization.

Rebecca F. Emmons, Esq. is familiar with and accepts the obligations of the position of Registered Agent under Section 617.0503 of the Florida Statutes.

Rebecca F. Emmons
Rebecca F. Emmons, Esq.

May 25, 2018
Date

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