

H19000050998 3

**ARTICLES OF INCORPORATION OF
CLEAN RESEARCH INC.**

The undersigned hereby forms a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, does hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: CLEAN RESEARCH INC. (the "Corporation"), a Florida not for profit corporation.

ARTICLE II - PURPOSES

This 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. More specifically the Corporation is organized and will be operated to advance the scientific field of cell-cultured seafood and other cell-cultured foodstuffs, so that, one day, humanity can consume real fish, other foodstuffs, and other products or ingredients that are grown directly from cells. The Corporation will conduct scientific research related to cell culturing and other methods, publish its research and make its trials and research available to the public at large including the related scientific community. It will conduct symposiums and hold meetings where scientific content is accessible to the general public and in which its research and techniques will be discussed and taught as appropriate to the attendees.

In general, the Corporation shall do any and all acts and things, and exercise any and all powers which now or hereafter are lawful for the Corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the Corporation.

The purposes for which this Corporation is organized shall be limited to those which are strictly charitable. In no event shall this Corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (2) of a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

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 participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

FILED

2019 FEB 13 AM 8:54

SECRETARY OF STATE
TALLAHASSEE, FL

H19000050998 3

H19000050998 3

The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

No compensation shall be paid to any officer, director, trustee, creator or organizer of the Corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the Corporation. The Corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests.

ARTICLE III - POWERS

The Corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the Corporation is organized. Subject to any applicable limitations, the Corporation shall have the power to receive, accept, use, hold, manage, and dispose of all types of real and personal property given, transferred, devised, or bequeathed to it, in trust or otherwise, for the purposes described above and for any purposes incidental thereto. In no event, however, shall the Corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of any private individual.

ARTICLE IV - MEMBERS

This Corporation shall have no Members.

ARTICLE V - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VI - OFFICERS AND DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors and managed on a day-to-day basis by officers elected by a majority vote of the Board of Directors. The officers of the Corporation shall consist of a President, Secretary and Treasurer. Such other officers and assistant officers and agents (including but not limited to Assistant Secretaries and Assistant Treasurers) as may be deemed necessary may be elected or appointed by the Board of Directors from time to time. The length of terms to be served, qualifications, manner of election and removal of officers shall be set forth in the Bylaws of this Corporation.

H19000050998 3

ARTICLE VII - BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be seven (7); provided, however, that the number of directors may expand as provided for in the Corporation's Bylaws, but shall never be less than three (3). The names and addresses of the persons who are to serve as directors until the first election under these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Alain Rostain	1850 S. Ocean Dr., Apt. 3501 Hallandale Beach, Florida 33009
Jeanine Hall	105 Lexington Ave., #11D New York, NY 10016
Nickolaus Sackett	6216 Laurine Way Sacramento, California 95824
Simon Kahan	2415 E. Roanoke St. Seattle, Washington 98112
David Drew	9 Highland Ave. Woodridge, New York 12789
Hassan Kahn	22 Effra Roa Rathmines Dublin, Ireland D06
Greg Potter	220-5450 Kaye St. Halifax, Nova Scotia B3K 0G7

The length of terms to be served, qualifications, number of Directors and the manner of their election and removal shall be set forth in the Bylaws of this Corporation.

ARTICLE VIII - BYLAWS

The Bylaws of the Corporation shall be approved by a majority vote of the Board of Directors, and thereafter may be altered or rescinded by a majority vote of the Board of Directors at the annual meeting of the Board or at a duly called meeting of the Board in accordance with the Bylaws.

ARTICLE IX - AMENDMENTS TO THE ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended in the manner provided by law.

H19000050998 3

H19000050998 3

ARTICLE X - DISSOLUTION

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed by the Board of Directors to any one or more organizations qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the applicable rules and regulations thereunder. Any such assets not so disposed of shall be distributed by the Circuit Court of the county in which the principal office of the Corporation is located to such organization or organizations as said Court shall determine. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of a private individual.

ARTICLE XI - REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation shall be:

333 S.E. 2nd Avenue, Suite 3200
Miami, Florida 33131

The name of the registered agent of this Corporation shall be:

Kevin M. Levy, Esq.

**ARTICLE XII - CORPORATION'S PRINCIPAL OFFICE
AND/OR MAILING ADDRESS**

The principal office and/or mailing address of this Corporation shall be:

1850 S. Ocean Dr., Apt. 3501
Hallandale Beach, Florida 33009

ARTICLE XIII - INCORPORATOR

The following is the name and street address of the incorporator who signed the original Articles of Incorporation:

Alain Rostain
1850 S. Ocean Dr., Apt. 3501
Hallandale Beach, Florida 33009

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation,
this 12th day of February, 2019.

Alain Rostain

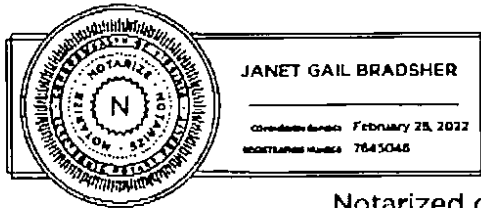
Alain Rostain, Incorporator

H19000050998 3

STATE OF VIRGINIA
COUNTY OF HAMPTON CITY

The foregoing Articles of Incorporation were acknowledged before me this 12th day of February, 2019, by Alain Rostain, incorporator, ☐ who is personally known to me or ☒ who produced a Florida driver's license as identification and who did not take an oath.

(Affix Notary Seal)



Janet Gail Bradsher
Electronic Notary Public
NOTARY PUBLIC, State of VIRGINIA
Print Name: Janet Gail Bradsher
My commission expires: 02/28/2022

Notarized online using audio-video communication
CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

The undersigned, having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in the foregoing Articles of Incorporation, hereby accepts this appointment as such Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties. The undersigned further certifies that the undersigned is familiar with and accepts the obligations of such position as Registered Agent.

Kevin M. Levy

Kevin M. Levy, Esq.