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FLORIDA PROFIT/NON PROFIT CORPORATION
LIONFISH CENTRAL, INC.

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2013-03-14 11:03:10

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Electronic Filing Menu

Corporate Filing Menu

Help

Fax Audit No.: H190001107213

ARTICLES OF INCORPORATION

OF

LIONFISH CENTRAL, INC.

We, the undersigned, do hereby join and associate ourselves together for the purpose of creating and becoming a Corporation, not for profit in nature and purpose, in accordance with the laws of the State of Florida, and do jointly and severally subscribe to these Articles of Incorporation.

ARTICLE I

NAME, ADDRESS AND INITIAL REGISTERED AGENT AND OFFICE

The name of this Corporation shall be **LIONFISH CENTRAL, INC.** The address of the Corporation's principal place of business is 109 Avenue D #312, Marathon, FL 33050, and its mailing address is 15 Paradise Plaza #148, Sarasota, FL 34239. The initial registered agent is ULRICH, SCARLETT, WICKMAN & DEAN, PA and the street address of its initial registered office is 713 S. ORANGE AVE., SUITE 201, SARASOTA, FL 34236

ARTICLE II

OBJECTIVES AND PURPOSES

This Corporation is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

The general objectives and purposes of this Corporation shall be:

1. To evaluate communities and their efforts for controlling the invasive lionfish population.

Prepared by:
John E. Wickman, Esquire
Ulrich, Scarlett, Wickman & Dean, P.A.
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Fax Audit No.: H190001107213

2. To work with communities to educate, encourage, develop and foster actions in their efforts to control the invasive lionfish population.
3. To work with nonprofits and other organizations to provide education and services that help increase their efforts in the control of the lionfish population.
4. To work with businesses to provide information, education, and to foster their involvement and cooperation to help control the lionfish population.
5. To do all acts and things necessary, convenient or expedient to carry on the above-mentioned purposes.
6. To have all other powers given not for profit corporations under the Laws of Florida.

Notwithstanding any other provision of these Articles of Incorporation, 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 Internal Revenue Code (or 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 corresponding section of any future Federal tax code).

ARTICLE III

QUALIFICATIONS OF MEMBERS

The qualification of members and manner of admission to membership of the Corporation shall be as regulated by the Bylaws.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall begin existence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. This Organization shall have perpetual existence.

ARTICLE V

-2- Fax Audit No.: H190001107213

Fax Audit No.: H190001107213

ARTICLE V

NAMES AND ADDRESS OF INCORPORATORS

Scott W. Gonnello
109 Avenue D #312
Marathon, FL 33050

Roseann Bergdoll
1100 E Indiantown Road
Jupiter, FL 33477

Amanda Davy
404 S. Washington Blvd
Sarasota, FL 34236

ARTICLE VI

DIRECTORS OF THE ORGANIZATION

The affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall consist of at least three (3) Directors who shall be elected, qualified as to their membership and hold office in accordance with the provisions of the Bylaws.

ARTICLE VII

NAMES AND ADDRESSES OF INITIAL BOARD OF DIRECTORS

Scott W. Gonnello
109 Avenue D #312
Marathon, FL 33050

Roseann Bergdoll
1100 E Indiantown Road
Jupiter, FL 33477

Amanda Davy
404 S. Washington Blvd
Sarasota, FL 34236

Fax Audit No.: HI90001107213

ARTICLE VIII

INDEMNITY

To the fullest extent permitted by Chapters 607 and 617 of the Florida Statutes (hereinafter referred to as the "statutes"), as the same may be from time to time amended, but subject to all restrictions set forth therein, the Corporation shall indemnify, hold harmless, and advance expenses to, as defined in the statutes, any person, his or her heirs, personal representative, executor, administrator or guardian who was or is a party to any proceeding, as defined in the statutes, by reason of the fact that he or she is or was a director or officer of the Corporation, against liability as defined in the statutes, expenses as defined in the statutes and amounts paid in settlement incurred in connection with such proceeding, including any appeal thereof. This indemnification article shall specifically not apply to persons or entities who are or were employees or agents of the Corporation, but who are not or were not directors or officers of the Corporation.

ARTICLE IX

INCOME DISTRIBUTION AND DEDICATION OF ASSETS

The Corporation is a not for profit corporation. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Section 501(c)(3) purposes. 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 distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section

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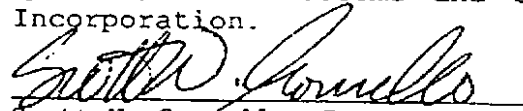
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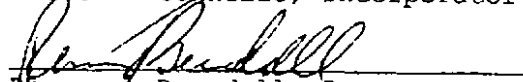
501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, or corresponding section of any future federal tax code, or shall be distributed to the Federal government, or to a state or local government for a public purpose.

ARTICLE X

AMENDMENT OF THE ARTICLES

These Articles of Incorporation and the Bylaws of the Corporation may be altered, amended or repealed in whole or in part by a two-thirds vote of all of the Directors, provided that any such changes shall be consistent with the laws of Florida which define, limit or regulate the powers of the Corporation or the Directors of the Corporation. An Amendment to the Articles of Incorporation, upon its approval by the Secretary of State of Florida, filing in the office of the said Secretary of State, and payment of all required filing fees, shall become and be taken as part of these Articles of Incorporation.


Scott W. Gonnello, Incorporator

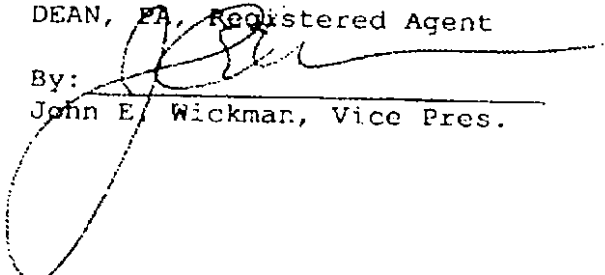

Roseann Bergdoll, Incorporator


Amanda Davy, Incorporator

Fax Audit No.: H190001107213

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

ULRICH, SCARLETT, WICKMAN &
DEAN, PA, Registered Agent

By: 
John E. Wickman, Vice Pres.