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**To:**

Division of Corporations  
Fax Number : (850) 617-6381

**From:**

Account Name : GREENSPOON MARDER, P.A.  
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**Email Address:** Alan.Cohn@gmlaw.com

**FLORIDA PROFIT/NON PROFIT CORPORATION  
GLOBAL INVERTEBRATE GENOMICS ALLIANCE, INC.**

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FEB - 5 2020

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SECRETARY OF STATE  
TALLAHASSEE, FL  
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**ARTICLES OF INCORPORATION  
FOR  
GLOBAL INVERTEBRATE GENOMICS ALLIANCE, INC.  
(Not-For-Profit)**

The undersigned, desiring to form a charitable corporation under Chapter 617, Florida Statutes, as amended, the Florida Not for Profit Corporation Act, does hereby adopt the following Articles of Incorporation and certify:

**ARTICLE I  
NAME**

The name of the corporation shall be GLOBAL INVERTEBRATE GENOMICS ALLIANCE, INC. (the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation shall be c/o Guy Harvey Oceanographic Center, Nova Southeastern University, 8000 North Ocean Drive, Dania Beach, FL 33004.

**ARTICLE III  
PURPOSE**

The Corporation is organized as a not for profit corporation to promote genomic research for invertebrate animals and related scientific and educational goals and activities, and to train the next generation of students to analyze the large amounts of data that will ensue.

The Corporation shall not be conducted or operated for profit and no part of the net earnings of the Corporation shall inure to the benefit of any individual, nor shall any of the profits or assets of the Corporation be used other than for the purposes of the Corporation.

**ARTICLE IV  
MANNER OF ELECTION**

The Directors shall be elected every three (3) years at a meeting of the Board of Directors and shall serve starting in October.

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ARTICLE V  
INITIAL DIRECTORS

The names and addresses of the Initial Directors are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Jose Lopez	c/o Halmos College of Natural Sciences & Oceanography 8000 N. Ocean Drive Dania Beach, FL 33004	Director
Kevin Kocot	307 Mary Harmon Bryant Hall Dept. of Biological Sciences University of Alabama Tuscaloosa, AL 35487	Director
Gonzalo Giribet	Museum of Comparative Zoology Labs 26 Oxford Street Cambridge, MA 02138	Director
Heather Bracken Grisson	Florida International Univ. Biscayne Bay Campus Dept. of Biological Studies 3000 NE 151 Street, MSB-353 North Miami, FL 33181	Director

ARTICLE VI  
PROHIBITED ACTIVITIES

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 set forth in Article III. 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. Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

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ARTICLE VII  
DISSOLUTION

Upon the dissolution of the Corporation, after paying or making provisions for the payment of all the legal liabilities of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of 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 VIII  
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the registered agent is:

ALAN B. COHN  
Greenspoon Marder LLP  
200 East Broward Boulevard, Suite 1800  
Fort Lauderdale FL 33301

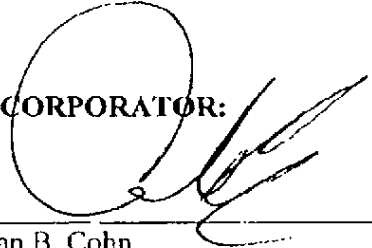
ARTICLE IX  
INCORPORATOR

The name and address of the Incorporator is:

ALAN B. COHN  
Greenspoon Marder LLP  
200 East Broward Boulevard, Suite 1800  
Fort Lauderdale FL 33301

IN WITNESS WHEREOF, the Incorporator has subscribed his name this 28 day of January, 2020.

INCORPORATOR:

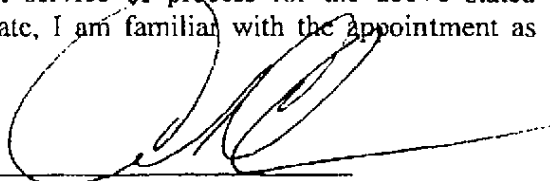
  
Alan B. Cohn

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Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, I am familiar with the appointment as registered agent and agree to act in this capacity.

Date: January 28, 2020

  
ALAN B. COHN  
Registered Agent**FILED****2020 FEB -4 AM 8:06****SECRETARY OF STATE  
TALLAHASSEE, FL**

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