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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Ocean Needs Everyone, Inc.**

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Corporate Filing Menu

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**ARTICLES OF INCORPORATION  
OF  
OCEAN NEEDS EVERYONE, INC.  
A FLORIDA NOT FOR PROFIT CORPORATION**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
21 MAR 23 AM 11:33

FILED

The undersigned hereby organizes a not for profit corporation under the provisions of the Florida Not For Profit Corporation Act, and pursuant to the following Articles of Incorporation:

**ARTICLE 1**

**Name**

The name of the corporation is OCEAN NEEDS EVERYONE, INC. (hereinafter the "Corporation").

**ARTICLE 2**

**Principal Office and Mailing Address**

The address of the principal office and the mailing address of the Corporation are 133 Harbor Dr., Palm Harbor, FL 34683.

**ARTICLE 3**

**Purpose**

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, charitable and educational endeavors aimed at the conversation and protection of the ocean and its creatures.

**ARTICLE 4**

**Board of Directors**

This Corporation initially shall have three (3) directors. The number of directors may be either increased or decreased from time to time in the manner provided in the bylaws, but shall never be less

H21000116188

H21000116188

than three (3). The method of appointment of directors shall be as stated in the bylaws of the Corporation.

ARTICLE 5  
Officers of the Corporation

The following person shall be an officer of the Corporation, and shall serve until his successor is duly appointed, or until his earlier resignation, removal or death:

Enzo D. Wilson – CEO / Founder

ARTICLE 6  
Powers

This Corporation shall have all the powers given to a not for profit corporation by the Florida Statutes, to the extent consistent with these Articles of Incorporation and the bylaws of the Corporation. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE 7  
Incorporator

The name and address of the person signing these Amended and Restated Articles of Incorporation are David L. Koche at 601 Bayshore Boulevard, Suite 700, Tampa, FL 33606.

ARTICLE 8  
Registered Office and Agent

The registered office of the Corporation shall be 601 Bayshore Boulevard, Suite 700, Tampa, FL 33606, and the registered agent at such address shall be David L. Koche.

H21000116188

H21000116188

ARTICLE 9Duration

This corporation shall have perpetual existence.

ARTICLE 10Indemnification

This Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE 11Bylaws

The board of directors shall adopt bylaws of the Corporation. The power to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the board of directors of the Corporation.

ARTICLE 12Distribution of Assets

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, 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 its charitable purpose. 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 publication or distribution of statements), any political campaign on behalf of any candidate for public office. The Corporation shall not conduct any activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as

H21000116188

H21000116188

amended, or any corresponding provision of any federal income tax law enacted in substitution of that Code, or by a corporation, contributions to which are deductible under Sections 170(a) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any federal income tax law enacted in substitution of that Code.

ARTICLE 13  
Distribution of Assets Upon Liquidation

Upon the dissolution of the Corporation, its assets shall be distributed to one or more exempt organizations described in sections 170(c)(2), 2055(a) and 2522(a) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any federal income tax law enacted in substitution of that Code, and selected by the board of directors in its sole discretion. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principle office of the Corporation is then located, exclusively for exempt purposes within the meaning of 501(c)(3) or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 14  
Avoidance of Private Foundation Taxes

The Corporation is prohibited from engaging in any act of self-dealing, from retaining any excess business holdings, from making or retaining any investments, and from making any taxable expenditures, that would subject the Corporation or any person to tax under Sections 4941(d), 4943, 4944, or 4945(d) of the Internal Revenue Code of 1986, as amended, respectively, or corresponding provisions of any subsequent federal income tax law. The corporation shall make distributions at

H21000116188


H21000116188

such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal income tax law.

ARTICLE 15  
Amendment to Articles

These Articles of Incorporation may be amended by the board of directors of the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of March, 2021.

  
\_\_\_\_\_  
DAVID L. ROCHE, Incorporator

FILED  
21 MAR 23 AM 11:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H21000116188

H21000116188

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE OF  
OCEAN NEEDS EVERYONE, INC.**

Pursuant to the provisions of Section 617.0501 of the Florida Statutes, the undersigned corporation submits the following statement in designating the registered agent/registered office, in the State of Florida.

1. The name of the corporation is: OCEAN NEEDS EVERYONE, INC.
2. The name and address of the registered agent and office are:

David L. Koche  
601 Bayshore Boulevard, Suite 700  
Tampa, Florida 33606

*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 as provided for in Chapter 617, Florida Statutes.*

Dated: March 23, 2021.



\_\_\_\_\_  
DAVID L. KOCHÉ

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STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

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