

# N22000008182

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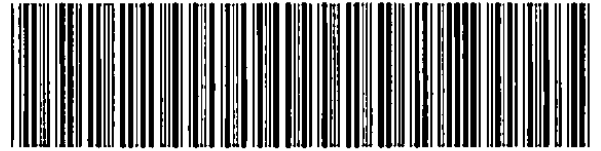
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ALL AHASSEE, FL 000

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 823168 3405B

AUTHORIZATION :



COST LIMIT : \$70.00

ORDER DATE : July 20, 2022

ORDER TIME : 9:35 AM

ORDER NO. : 823168-005

CUSTOMER NO: 3405B

DOMESTIC FILING

NAME: SEALEGACY FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP  
       ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Eyliena Baker - EXT.

EXAMINER'S INITIALS: \_\_\_\_\_

22 JUL 20 11 56 AM '22

Return filed document to:  
Jacqueline Motyl, Esq.  
Fox Rothschild LLP  
747 Constitution Drive  
Exton, PA 19341  
JMotyl@foxrothschild.com

22 JUL 20 PM 6:30

ARTICLES OF INCORPORATION  
OF  
SEALEGACY FOUNDATION, INC.

ARTICLE 1. The name of the Corporation is SealLegacy Foundation, Inc. (the "Corporation").

ARTICLE 2. The location of the principal place of business and mailing address of the Corporation is 6671 W. Indiantown Road, Suite 50-170, Jupiter, Florida 33458.

ARTICLE 3. The initial registered agent of the Corporation is Corporation Service Company. The location and mailing address of the initial registered office of the Corporation in the State of Florida is 1201 Hays Street, Tallahassee, Leon County, Florida 32301.

ARTICLE 4. The Corporation is incorporated under the Florida Not For Profit Corporation Act for exclusively charitable, educational, religious, literary, and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any successor United States Internal Revenue Law) (the "Code"). In furtherance of the Corporation's purposes, the Corporation will engage in charitable activities, including, but not limited to, (i) creating solutions to support healthy oceans, (ii) participating in conservation work to protect and restore the oceans, (iii) providing educational resources and storytelling using art, science and conservation to protect and rewild the oceans and (iv) making distributions for charitable purposes.

ARTICLE 5. All activities of the Corporation shall be subject to the following restrictions:

A. Except as otherwise provided herein, no substantial part of the activities of the Corporation shall be the carrying on of propaganda or attempting to influence legislation.

B. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

C. The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status (1) as a corporation that is exempt from federal income tax and described in Code Section 501(c)(3), or (2) as a corporation, contributions to which are deductible under Code Section 170(c)(2).

D. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to its directors, officers or other private persons or enterprises organized for profit.

and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, any such person or enterprise, except that the Corporation shall be authorized and empowered to pay reasonable compensation for goods and services rendered and make payments and distributions in furtherance of the purposes set forth in Article 4 hereof.

E. It is intended that this Corporation shall have and continue to have the status of an organization which is exempt from federal income tax under Code Section 501(a) and described in Code Section 501(c)(3). All terms and provisions of these Articles of Incorporation and the Bylaws of the Corporation, and all operations of the Corporation, shall be construed, applied and carried out in accordance with this intent. If the Corporation is subject, or ever becomes subject, to the private foundation rules of the Code, the Corporation shall: (1) distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Code Section 4942; (2) not engage in any act of self-dealing as defined in Code Section 4941(d); (3) not retain any excess business holdings as defined in Code Section 4943(c); (4) not make any investments in a manner that would subject it to tax under Code Section 4944; and (5) not make any taxable expenditures as defined in Code Section 4945(d).

ARTICLE 6. The term for which the Corporation is to exist is perpetual.

ARTICLE 7. The Corporation is organized upon a nonstock basis.

ARTICLE 8. The Corporation shall have no members.

ARTICLE 9. The powers, duties, number, qualifications, terms of office, manner of election, and time and criteria for removal of directors shall be as set forth in the bylaws of the Corporation.


ARTICLE 10. Upon the dissolution of the Corporation, the Corporation's board of directors, after paying or making provisions for the payment of all of the liabilities and obligations of the Corporation, shall distribute all of the assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary and/or scientific purposes as shall at the time qualify as an organization or organizations exempt from federal income tax under Code Section 501(a) and described in Code Section 501(c)(3), as the Corporation's board of directors shall determine, or to the federal government or a state or local government for a public purpose. No portion of the assets shall inure to the benefit of any director of the Corporation, any officer of the Corporation, any other private person or any enterprise organized for profit.

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**ARTICLE 11.** The name and post office address of the incorporator of the Corporation (the "Incorporator") is: Jack Lighton, 6671 W. Indiantown Road, Suite 50-170, Jupiter, Florida 33458.

IN WITNESS WHEREOF, the Incorporator has signed these Articles of Incorporation this 19th day of July, 2022.

**SEALEGACY FOUNDATION, INC.**

By:   
\_\_\_\_\_  
Jack Lighton, Incorporator

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REGISTERED AGENT ACCEPTANCE OF APPOINTMENT

I, Eylima Bahor  
Assistant Vice President, on behalf of **Corporation Service** Company, hereby accept the appointment of registered agent in the State of Florida for SeaLegacy Foundation, Inc. (the "Corporation") ("Registered Agent"). I understand that, as Registered Agent for the Corporation, it will be my responsibility to receive service of process in the name of the Corporation, to forward all mail to the Corporation and to immediately notify the Florida Department of State of any changes in the registered office of the Corporation or of my resignation.

By: Eylima Bahor  
Assistant Vice President, Registered Agent

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