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# **ADVENTURELAND INSTITUTE, INC.**

## **ARTICLES OF INCORPORATION – NON-PROFIT**

### **ARTICLE I**

#### **NAME**

##### **1.01 Name**

The legal name of this corporation shall be **Adventureland Institute, Inc.**

### **ARTICLE II**

#### **DURATION**

##### **2.01 Duration**

The period of duration of the corporation shall be perpetual.

### **ARTICLE III**

#### **PURPOSE**

##### **3.01 Purpose**

Adventureland Institute, Inc. is a non-profit corporation 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, or the corresponding section of any future federal tax code.

Adventureland Institute, Inc.'s mission is to support curiosity, evidence, and discovery frontiers of science, accelerate the work of scientists and technologists, enhance communication among scientists and the public, and advance international cooperation in science and innovation throughout the world for the benefit of all people.

To maximize our effectiveness, we may seek to collaborate with other non-profit organizations which qualify as non-profit corporations under section 501(c) (3).

### **ARTICLE IV**

#### **NON-PROFIT NATURE / BENEFITS**

#### 4.01 Non-profit Nature

Adventureland Institute, Inc. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its charitable, religious, educational or scientific purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to, any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

#### 4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of Adventureland Institute, Inc. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

#### 4.03 Dissolution

Upon the dissolution 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 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.

#### 4.03 Prohibited Distributions

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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, Section 3.01.

#### 4.04 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

#### 4.05 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the 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 the corresponding section of any future federal tax code.

## **ARTICLE V**

### **BOARD OF DIRECTORS**

#### **5.01 Governance**

Adventureland Institute, Inc. shall be governed by its board of directors.

#### **5.02 Initial Directors**

The initial directors of the corporation shall be:

Devon Zuegel, President and Treasurer

Sebastian Bensusan, Vice President and Secretary

John Backus, Board Member

#### **5.03. Selection of Board Members**

**Initial board members were selected by the incorporator.**

Adventureland Institute, Inc. Directors may be elected at any Board meeting by the majority vote of the existing Board of Directors.

## **ARTICLE VI**

### **MEMBERSHIP**

#### **6.01 Membership**

Adventureland Institute, Inc. shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

## **ARTICLE VII**

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## AMENDMENTS

### 7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

## ARTICLE VIII

### ADDRESSES OF THE CORPORATION

#### 8.01 Corporate Address

The physical address of the corporation is: 912 Euclid Ave Apt 1, Miami Beach FL 33139

The mailing address of the corporation is: 912 Euclid Ave Apt 1, Miami Beach FL 33139

## ARTICLE IX

### APPOINTMENT OF REGISTERED AGENT

#### 9.01 Registered Agent

The registered agent of the corporation shall be:

Devon Zuegel  
912 Euclid Ave Apt 1  
Miami Beach FL 33139

## ARTICLE X

### INCORPORATOR

The incorporator of the corporation is:

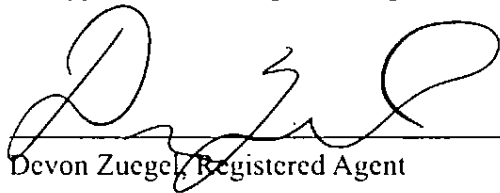
Devon Zuegel  
912 Euclid Ave Apt 1  
Miami Beach FL 33139

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## Acknowledgment

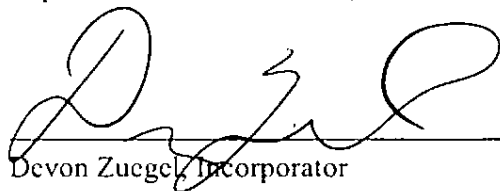
Having been named as registered agent to accept service of process for the above state corporation at the place designated in this incorporation document, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
Devon Zuegel, Registered Agent

July 8th, 2022

Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in s.817.155, F.S.

  
Devon Zuegel, Incorporator

July 8th, 2022

Date