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Email Address: taylor@gtlaw.com**FLORIDA PROFIT/NON PROFIT CORPORATION****Oyster Boys Conservation, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
Oyster Boys Conservation, Inc.  
(a Florida Not for Profit Corporation)**

**ARTICLE I.  
NAME**

The name of the corporation shall be "*Oyster Boys Conservation, Inc.*" (hereinafter referred to as the "Corporation").

**ARTICLE II.  
PRINCIPAL OFFICE**

The street address and mailing address of the principal office is 230 Old Venice Rd Osprey, FL 34229

**ARTICLE III.  
PURPOSE**

The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provision of any future federal tax code. Notwithstanding any other provision of these Articles, this Corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding provision of any future federal tax code.

**ARTICLE IV.  
NUMBER AND MANNER OF ELECTION OF DIRECTORS**

The number and the manner in which the directors are elected or appointed shall be as stated in the Bylaws of the Corporation, provided that there shall be at least three (3) directors.

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**ARTICLE V.  
INITIAL BOARD OF DIRECTORS**

The names and addresses of the initial Board of Directors are as follows:

Domenico Marino	230 Old Venice Rd Osprey, FL 34229
Vincent Marino	145 Puesta Del Sol Osprey, FL 34229
Skyler Windmiller	4549 Lakeview Ter Basehor, KS 66007
Kristopher Harris	6216 Whittondale Drive Tallahassee, FL 32312

**ARTICLE VI.  
MEMBERS**

The members, if any, and qualifications of the members shall be as stated in the Bylaws of the Corporation.

**ARTICLE VII.  
LIMITATIONS**

A. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its 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 the purposes set forth in Article III hereof.

B. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation. 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. 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, and 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 the Code Section 501(c)(3), or the corresponding provision of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under the Code Section 170(c)(2) or the corresponding provision of any future United States internal revenue law.

D. If the Corporation is a private foundation, it shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding section of any future federal tax code; (ii) retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding section of any future federal tax code; (iii) make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding section of any future federal

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tax code; or (iv) make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding section of any future federal tax code.

**ARTICLE VIII.**  
**LIMITATION ON LIABILITY**

To the fullest extent permitted by Sections 607 and 617, Florida Statutes, as now in effect or as may hereafter be amended, no director of the Corporation shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as a director; provided, however, such relief from liability shall not apply in any instance where such relief is inconsistent with any provision of the Code applicable to corporations described in Section 501(c)(3) of the Code.

**ARTICLE IX.**  
**INITIAL REGISTERED OFFICE AND AGENT**

The Corporation's Registered Office in the State of Florida is to be located at 230 Old Venice Rd Osprey, FL 34229; and, the Registered Agent in charge of such Registered Office is Domenico Marino.

**ARTICLE X.**  
**DISTRIBUTION ON DISSOLUTION**

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 to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws. Any such assets not so distributed shall be distributed 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 XI.**  
**INCORPORATOR**

The name of the sole incorporator of the Corporation is Shane Taylor, c/o Greenberg Traurig, P.A., 401 East Las Olas Boulevard, Fort Lauderdale, Florida 33301.

The undersigned executes these Articles of Incorporation of Oyster Boys Conservation, Inc. this 25<sup>th</sup> day of August 2022.

  
\_\_\_\_\_  
SHANE TAYLOR, Incorporator

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**CONSENT OF REGISTERED AGENT**  
**OF**  
**Oyster Boys Conservation, Inc.**

The undersigned, Domenico Marino, having been named as registered agent to accept service of process for *Oyster Boys Conservation, Inc.*, a Florida Not for Profit Corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties as registered agent, and the undersigned is familiar with and accepts the obligations of the position of registered agent.

*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 and accept the appointment as registered agent and agree to act in this capacity*

  
Required Signature of Registered Agent

8/23/22  
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.*

Shane Taylor  
Required Signature of Incorporator

8 / 25 / 2022  
Date

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