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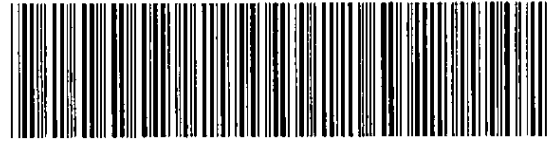
(Business Entity Name)

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TALLAHASSEE, FL

## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** EMERALD & FORGOTTEN COAST ADVENTURES, INC.  
\_\_\_\_\_  
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** Jonathan T. McCants/Bird Loechl McCants & Holliday, LLC  
\_\_\_\_\_  
Name (Printed or typed)

3350 Riverwood Parkway, Suite 670  
\_\_\_\_\_

Address

Atlanta, GA 30339  
\_\_\_\_\_

City, State & Zip

404-264-9400  
\_\_\_\_\_

Daytime Telephone number

jmcants@blmhlaw.com  
\_\_\_\_\_

E-mail address: (to be used for future annual report notification)

**NOTE:** Please provide the original and one copy of the articles.

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2023 JUN 20 PM 3:00  
TALLAHASSEE, FL

**ARTICLES OF INCORPORATION OF**  
**EMERALD & FORGOTTEN COAST ADVENTURES, INC.**

(A FLORIDA NOT FOR PROFIT CORPORATION)

**ARTICLE I. NAME**

The name of the corporation is:

EMERALD & FORGOTTEN COAST ADVENTURES, INC.

**ARTICLE II. AUTHORITY**

The corporation is organized pursuant to the provisions of the Florida Not For Profit Corporation Act, as amended.

**ARTICLE III. PURPOSES**

The corporation is organized and operated exclusively for charitable, educational, literary, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (the "Code"), including but not limited to creating and implementing educational initiatives, courses and curriculum involving coastal marine ecology and the history of marine communities; providing research platforms for citizens and academic institutions to conduct scientific research; encouraging conservation of the marine ecosystem and providing instruction in conservation practices, and, making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.

**ARTICLE IV. DURATION**

The corporation shall have perpetual duration.

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CLERK OF DISTRICT COURT  
JULIA M. SEE, FL

## ARTICLE V. RESTRICTIONS

Section 1. No Private Inurement. No part of the net earnings or property of the corporation shall inure to the benefit of, or be distributable to, its 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 the purposes set forth in Article III hereof. The corporation shall not have capital stock or shareholders.

Section 2. No Substantial Lobbying and Political Campaigning Restrictions. To the extent prohibited by applicable law, but subject to the protections of the First Amendment of the U.S. Constitution and other laws guaranteeing freedom of speech, no substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation (within the meaning of Section 501(c)(3) of the Code), nor shall this corporation 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 the foregoing, if permitted by law, the corporation may make the election provided in Section 501(h) of the Code.

Section 3. Irrevocable Dedication. The income and assets of the corporation shall be irrevocably dedicated to its exclusive purposes.

## ARTICLE VI. DIRECTORS

Section 1. Number. The Board of Directors shall consist of not fewer than three (3) and of not more than a maximum number determined by the Bylaws of the corporation as amended from time to time.

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CLERK OF DISTRICT COURT  
JACKSONVILLE, FL

Section 2. Powers. The Board of Directors shall govern the corporation and shall have all the rights and powers of a board of directors under the laws of the State of Florida and of the United States, as well as such other rights and authority as are herein granted. Such rights and powers shall include, but not be limited to, the power to adopt and amend the Bylaws and corporate governing documents other than the Articles of Incorporation by a majority vote of a quorum, and in any way permitted by applicable law.

Section 3. Term and Election. The term and election of each member of the Board of Directors shall be as established in the Bylaws.

Section 4. Amendment. Unless a greater majority is expressly required herein, the Board of Directors shall have the power to amend these Articles of Incorporation, by a majority vote of the directors then in office, and in any way permitted by applicable law.

Section 5. Initial Directors. The initial Board of Directors shall consist of three (3) members, whose names are Jon Schmidt, Danielle Brennan, and Rich Johnson, each of whom may be reached at the principal office of the corporation.

#### ARTICLE VII. MEMBERS

The corporation shall have no members.

#### ARTICLE VIII. POWERS

Section 1. General. The corporation shall have all the rights and powers customary and proper for tax-exempt not for profit corporations, including the powers specifically enumerated in Section 617.0302 of the Florida Statutes Annotated, as amended.

Section 2. Restrictions. Subject to Article II, but notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any

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activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or by a corporation to which contributions are deductible under Section 170(b)(1)(A) or (B) and Section 170(c)(2) of the Code.

Section 3. Charitable Trusteeship, Etc. The corporation shall be empowered to hold or administer property for the purposes stated in Article III, including the power to act as trustee.

## **ARTICLE IX. DISSOLUTION**

Section 1. Dissolution. The Board of Directors may cease corporate activities and dissolve and liquidate the corporation, by at least a two-thirds' (2/3) vote of the entire Board of Directors.

Section 2. Liquidation. Upon the dissolution of the corporation, the Board of Directors shall pay or make provision for the payment of all of the liabilities of the corporation from the corporation's remaining funds, and shall thereafter dispose of all of the assets of the corporation exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, in such manner as the Board of Directors shall determine, or such organization or organizations which are organized and operated exclusively for charitable, educational, literary, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3), and shall at the time be described in Section 170(c)(2) of the Code, as the Board of Directors shall determine.

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STATE OF FLORIDA

## ARTICLE X. CONTINGENT RESTRICTIONS

Section 1. Contingent Private Foundation Restrictions. In the event that the corporation is determined by the Internal Revenue Service to be a private foundation within the meaning of Section 509 of the Code, and only during the period such determination applies, notwithstanding any other provision of these Articles of Incorporation, this Article X shall apply and the corporation shall: (1) not engage in any act of "self-dealing" (as defined in Section 4941(d) of the Code) that would subject the corporation to tax under Section 4941 of the Code; (2) distribute its income for each taxable year for the purposes specified in Article III herein at such time, in such manner, and in such amounts as are necessary to avoid subjecting the corporation to tax under Section 4942 of the Code; (3) not retain any "excess business holdings" (as defined in Section 4943(c) of the Code) that would subject the corporation to tax under Section 4943 of the Code; (4) not make any investments that would jeopardize the carrying out of any of the exempt purposes of the corporation (within the meaning of Section 4944 of the Code) that would subject the corporation to tax under Section 4944 of the Code; and (5) not make any "taxable expenditures" (as defined in Section 4945(d) of the Code) that would subject the corporation to tax under Section 4945 of the Code.

Section 2. Code References. Each reference in these Articles of Incorporation to a section of the Internal Revenue Code shall be deemed to include the corresponding provisions of any future United States internal revenue law.

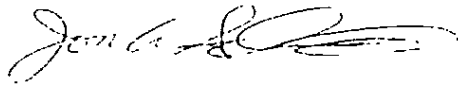
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HALL COUNTY CLERK  
FLORIDA

**ARTICLE XI. INITIAL REGISTERED OFFICE AND AGENT:**

**PRINCIPAL OFFICE**

Section 1. Registered Office. The name and street address of the initial registered agent shall be Jon Schmidt, 728 Breakers Street, Watersound, Florida 32461.

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



Registered Agent

June 7, 2023

Date

Section 2. Principal Office; Mailing Address. The mailing address of the initial principal office of the corporation shall be 728 Breakers Street, Watersound, Florida 32461.

Section 3. Changes to Offices and Agents. The board may, by resolution, remove and replace any registered agent, and change any of the offices established in this article.

**ARTICLE XII. LIMITATION OF LIABILITY**

Section 1. Limitation. The personal liability is hereby eliminated entirely of any officer or director to the corporation for monetary damages for breach of duty of care or other duty; provided that such provision shall not eliminate or limit the liability of an officer or director: (i) For any appropriation, in violation of his duties, of any business opportunity of the corporation; (ii) For acts or omissions carried out not in good faith or which involve intentional misconduct or a knowing violation of laws; (iii) For the types of liability set forth in Section 617.0834(1) of the Florida Statutes, as amended; (iv) For any transaction from which the officer, or director derived an improper personal benefit; or (v) For any excise tax prescribed by Internal Revenue Code Sections 4940 through 4945 for which the

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individual is liable (but not restricting the corporation from providing insurance in connection with such excise taxes).

Section 2. No Effect on Prior Liability. Such provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date of these Articles of Incorporation when such provision becomes effective.

Section 3. Amendment. Any repeal or modification of the provisions of this Article XII shall be prospective only, and shall not adversely affect any limitation on the personal liability of any officer or director of the corporation with respect to any act or omission occurring prior to the effective date of such repeal or modification, and must be approved by 90% of the directors present at a duly noticed meeting with a quorum present. In the event of any amendment of the Act to authorize the further elimination or limitation of liability of any member, officer, or director, then the liability of such officer or director of the corporation shall be limited to the fullest extent permitted by the amended Act, in addition to the limitation on personal liability provided herein.

Section 4. Severability. In the event that any provision of this Article XII (including a clause) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

### **ARTICLE XIII. INDEMNIFICATION**

Section 1. Directors and Officers. To the greatest extent allowed by law, the corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding

("Proceeding"), whether civil or criminal, administrative or investigative (whether or not by or in the right of the corporation), by reason of the fact that he or she is or was a director or officer of the corporation, against any and all expenses (including, without limitation, advancing such expenses such as attorneys' fees and court costs), judgments, fines, and amounts paid in settlement incurred by him or her in connection with such Proceeding, except for an officer or director who would not be eligible for limitation of liability under the preceding article. Such right of indemnification shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs and personal representatives of such person. Notwithstanding the foregoing, if any past or present officer or director sues the corporation, other than to enforce this indemnification, such person instituting such suit shall not have the right of indemnification hereunder in connection therewith. The corporation is authorized to purchase insurance to provide funds for the indemnification hereinabove set forth, and, if such insurance is purchased but the proceeds of the same are not sufficient to cover the cost of indemnification, then the deficiency shall be paid from corporation funds.

Section 2. Employees and Agents. Without limiting the foregoing, the corporation may, pursuant to its Bylaws or resolution of the Board of Directors, provide for indemnification and advancement of expenses to employees, advisors, and/or agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

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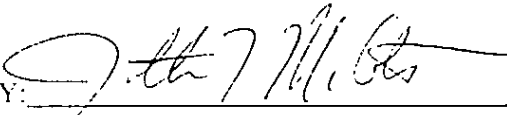
ARTICLE XIV. INCORPORATOR

The name and address of the incorporator are:

Jonathan T. McCants  
3350 Riverwood Parkway SE, Suite 670  
Atlanta, GA 30339

IN WITNESS WHEREOF, the undersigned incorporator has executed these  
Articles of Incorporation, pursuant to the Florida Not For Profit Corporation Act.

This June 5, 2023.

BY:   
Jonathan T. McCants, Incorporator  
Bird Loechl McCants & Holliday, LLC  
3350 Riverwood Parkway SE, Suite 670  
Atlanta, GA 30339

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2023 JUN 20 PM 3:01  
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