

N23000011397

(Requestor's Name)

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(Address)

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☐ PICK-UP

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(Business Entity Name)

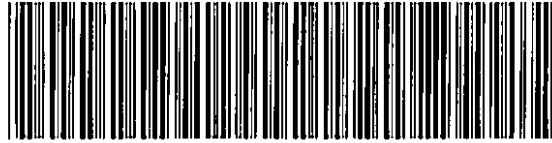
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FLORIDA DEPARTMENT OF BANKING AND FINANCE  
TALLAHASSEE, FLORIDA

2023 SEP 21 PM 2:53

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15



CSC - Tallahassee  
1201 Hays Street  
Tallahassee, FL 32301-2607  
850-558-1500, Ext: 61594

To: Department Of State, Division Of Corporations  
From: Eyliena Baker  
Ext: 61594  
Date: 09/21/23  
Order #: 1281499-1  
Re: Manatee Rescue & Rehabilitation Partnership, Inc.  
Processing Method: Routine

TO WHOM IT MAY CONCERN:

Enclosed please find:

Certificate of Formation/Incorporation

Amount to be deducted from our State Account: \$70.00 - FL State Account Number:

I20000000195

auth

A handwritten signature in black ink, appearing to read 'Eyliena Baker', is written over the word 'auth' and the 'Please take the following action:' line.

Please take the following action:

File in your office on basis

Issue Proof of Filing

Special Instructions:

Thank you for your assistance in this matter. If there are any problems or questions with this filing, please call our office.

**ARTICLES OF INCORPORATION**  
**OF**  
**MANATEE RESCUE & REHABILITATION PARTNERSHIP, INC.**

The undersigned hereby forms a "corporation not for profit" under Chapter 617 of the Florida Statutes (the "Corporation") and, for these purposes, does hereby adopt the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the Corporation shall be MANATEE RESCUE & REHABILITATION PARTNERSHIP, INC.

**ARTICLE II - PURPOSES**

The Corporation's purposes are:

(a) To inspire and advance manatee conservation by partnering cooperatively in manatee rescue, rehabilitation, release, and monitoring efforts; improve understanding of manatee biology and health through scientific research; and promote stewardship and financial support through public education;

(b) The Corporation's purposes shall be limited to those which are strictly educational, charitable and for the prevention of cruelty to animals (particularly, manatees).

(c) The Corporation is organized to serve public interests and it shall not be operated for the benefit of private interests;

### ARTICLE III – POWERS

In addition to the powers and duties delineated in Chapter 617 of the Florida Statutes and the Articles and Bylaws adopted thereunder, the Corporation:

- (a) May make and enter into contracts and assume such other functions as are necessary to carry out its mission;
- (b) May enter into leases and contracts for the purchase of real property and hold notes, mortgages, guarantees, or security agreements;
- (c) Shall indemnify, and purchase and maintain insurance on behalf of, directors, officers, and employees of the Corporation against any personal liability or accountability;
- (d) May sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person;
- (e) May adopt, amend, and repeal the articles of incorporation and Bylaws in a way that is not inconsistent with the powers granted to it in Chapter 617 of the Florida Statutes for the administration of the affairs of the Corporation and the exercise of its corporate powers; and
- (f) In general, may do any and all acts and things, and may exercise any and all powers which now or hereafter are lawful for the Corporation to do or exercise under the law.

### ARTICLE IV - MEMBERS

The Corporation shall have members. Qualifications for membership are referred to in the Bylaws of the Corporation.

## ARTICLE V - LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, reimburse expenses incurred on behalf of the Corporation, and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, this Corporation shall not exercise any power that would cause it not to qualify as a tax-exempt organization under Section 501(c) or Section 170 of the Internal Revenue Code of 1986, as hereinafter amended and the applicable rules and regulations thereunder.

## ARTICLE VI – BOARD OF DIRECTORS/OFFICERS

The Corporation shall be governed by a Board of Directors. Directors shall be elected to serve as in accordance with the Bylaws of the Corporation.

## ARTICLE IX – INITIAL DIRECTORS AND/OR OFFICERS

Virginia Edmonds, Director, 5447 Haines Road St. Petersburg, FL 33714

Doug Warmoltz, Director, 5447 Haines Road St. Petersburg, FL 33714

Craig Miller, Director, 5447 Haines Road, St. Petersburg, FL 33714

## ARTICLE X - DISSOLUTION

Upon the dissolution, termination, or winding up 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 the 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.

## ARTICLE XI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation shall be:

1201 Hay Street  
Tallahassee, Florida 32301

The name of the initial registered agent of the Corporation shall be:

Corporation Service Company

ARTICLE XII - CORPORATION'S PRINCIPAL OFFICE

The principal street address is 5447 Haines Road St. Petersburg, FL 33714

The principal mailing address is 5447 Haines Road St. Petersburg, FL 33714

ARTICLE XIII- INCORPORATOR


The following is the name and street address of the incorporator signing these

Articles:

Rocky M. Cabagnot, Esquire  
FL Bar # 551481  
Hull & Chandler, PA  
1009 East Boulevard  
Charlotte, NC 28203

IN WITNESS WHEREOF, I have set my hand and seal this 21<sup>st</sup> day of


September, 2023.

  
Rocky M. Cabagnot  
Incorporator

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the Registered Agent in the Articles of Incorporation of  
MANATEE RESCUE & REHABILITATION PARTNERSHIP, INC., I hereby accept  
and agree to act in this capacity.

Dated: 09/21, 2023.

  
Assistant Vice President  
Corporation Service Company  
Registered Agent