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From: Susie Daversa

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Florida Department of State  
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**STATE OF FLORIDA  
NON-PROFIT CORPORATION**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
WILD DOLPHIN PROJECT, INC.**

Pursuant to Sections 617.1002, 617.1006 and 617.1007 of the Florida Not-For-Profit Corporation Act, Wild Dolphin Project, Inc., a Florida not-for-profit corporation originally incorporated on December 6, 1990 (Document Number N41470), does hereby certify that:

(a) These Amended and Restated Articles of Incorporation were duly adopted by the requisite vote of the Board of Directors on March 13, 2023, by unanimous written consent, and there are no members or members entitled to vote on this amendment and restatement, and

(b) Such corporation hereby amends and restates its Articles of Incorporation to read as follows:

FIRST: Name. The name of the corporation is Wild Dolphin Project, Inc. (the "Corporation").

SECOND: Principal Office. The mailing address and street address of the principal office of the Company is:

1208 U.S. Highway One, Suite G  
Jupiter, FL 33408

THIRD: Duration. The period of its duration is perpetual.

FOURTH: Purpose. The Corporation is organized and shall be operated exclusively for religious, charitable, scientific and/or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Such purposes shall include but shall not be limited to: the study of wild dolphins off the coast of the Bahamas for educational and scientific reporting purposes, and to help create awareness and preserve the natural environment through appreciation of all the biodiversity on the planet, and for any other purpose consistent with being a charitable and educational organization within the meaning of Section 501(c)(3) of the Internal Revenue Code, and any and all related charitable purposes and to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise, any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount of value; to sell, convey, or otherwise dispose of such property; and to invest, reinvest or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation, or any laws applicable thereto. The Corporation

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may do any other act or thing incidental to or connected with the foregoing purposes, or in the advancement thereof, but not for the pecuniary profit or gain of its members, directors, advisors or officers, except as permitted under the Act. In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in the Act, or any successor provisions thereto.

FIFTH: Exempt Status. Provisions for the regulation of the internal affairs of the Corporation, including provisions for the distribution of assets on dissolution or final liquidation, are:

(a) The Corporation shall be a non-profit corporation and shall have no authority to issue capital stock.

(b) The Corporation shall not be a membership corporation, but shall be operated, managed and controlled solely by its Board of Directors.

(c) The affairs and business of the Corporation shall be managed by a Board of Directors having at least three (3) Directors. Each member of the Board of Directors shall have one vote. The directors and officers of the Corporation, terms of office, method of selection, respective duties, and all things pertaining thereto, are defined and established by the by-laws of the Corporation.

(d) Without in any way limiting the foregoing, the Corporation shall have those powers granted by the Act.

(e) No part of the assets of the Corporation and no part of any net earnings of the Corporation shall be divided among or inure to the benefit of any member, officer or director of the Corporation or any private individual or be appropriated for any purposes other than the purposes of the Corporation as herein set forth; and no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation except to the extent that the Corporation makes expenditures for purposes of influencing legislation in conformity with the requirements of Section 501(h) of the Internal Revenue Code; and 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. Notwithstanding any other provision of these Articles of Incorporation or the by-laws of the Corporation, the Corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(f) Except as otherwise provided by law, the Corporation may at any time dissolve by the affirmative vote of a majority of the Board of Directors. Upon the liquidation or dissolution of the Corporation, after payment of all of the liabilities of the Corporation or due provision therefor, all of the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to a federal, state or local government, for a public purpose.

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(g) In the event the Corporation is a private foundation as that term is defined in Section 509 of the Internal Revenue Code, then notwithstanding any other provisions of the Articles of Incorporation or the by-laws of the Corporation, the following provisions shall apply for the period in which the corporation is so deemed:

The Corporation shall distribute the income of each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code.

The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; nor make any investments in such manner as to incur tax liability under Section 4944 of the Internal Revenue Code; nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

(h) Except as may otherwise be required by law, the Corporation may, at any time, by the affirmative vote of a majority of the Board of Directors, merge or consolidate with or into any corporation in such manner that the surviving corporation is organized and operated exclusively for charitable, educational and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

(i) All references herein: (i) to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended; and (ii) to particular sections of the Internal Revenue Code shall be deemed to refer to similar or successor provisions hereafter adopted.

SIXTH: Indemnification. The Corporation shall, to the fullest extent permitted or authorized by the current or future statute, or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the Corporation to provide broader indemnification rights, than permitted prior to the legislation or decision) indemnify each Director and officer against any and all liabilities, and advance any and all reasonable expenses or costs as incurred by a Director or officer, arising out of or in connection with any proceeding to which such Director or officer is a party because he/she is a Director or officer of the Corporation. The Corporation shall indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or officers hereunder. The rights to indemnification granted hereunder shall not be deemed exclusive of any other rights to indemnification against liabilities or the advancement of expenses to which such person may be entitled under any written agreement, board resolution, the statute or otherwise. The Corporation may, but shall not be required to, supplement the right to indemnification against liability and advancement of expenses under this Sixth Article by the purchase of insurance on behalf of any one or more of such persons, whether or not the Corporation would be obligated to indemnify such person under this Sixth Article. The term "statute," as used in this Article, shall mean Sections 617.0831 and 617.0834 of the Florida Not For Profit Corporation Act and all amendments thereto which permit or require the Corporation to provide broader indemnification rights than prior to the amendment. All other capitalized

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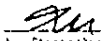
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terms used in this article and not otherwise defined herein shall have the meaning set forth in Section 607.0850 of the statute.

SEVENTH: Restatement. The intention of the restatement of these Articles of Incorporation are that they shall supersede in their entirety the original Articles of Incorporation and all amendments thereto.

EIGHTH: Amendment of Articles. These Articles of Incorporation may only be amended after approval by the Board of Directors.

*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.*

  
Notarized On: 04/24/2023 15:01:28

Axel Stepan, President

Date: April 21, 2023

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