

B R U C E B R A S H E A R

*C o u n s e l o r A t L a w*

920 N.W. 8th Avenue, Suite A  
Gainesville, FL 32601  
voice: 904/336-0800  
fax: 904/336-0505  
e-mail: bruce@freenet.tfl.edu

N960000002482

April 24, 1996

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

2000017905152  
-04/25/96--01044--017  
\*\*\*\*122.50 \*\*\*\*122.50

RE: FLORIDA RESEARCH INSTITUTE, INC.  
Reservation No. R96000001939

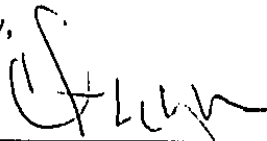
Gentlemen:

Please find the original and one (1) copy of the Articles of Incorporation for the above-referenced not-for-profit corporation, as well as our check in the amount of \$122.50 representing the following:

Filing Fee	\$ 35.00
Certificate Designating Resident Agent	35.00
Certified Copy of Articles of Incorporation	52.50

After filing the original Articles of Incorporation, please certify the enclosed copy and return same to this office.

Sincerely,



Carrie Fagan, Legal Assistant  
to Bruce Brashear, Esq.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 MAY -9 PM 1:22

Enclosures

789-634-615-611-671  
W96-9268

5/9/96

**BRUCE BRASHEAR**  
Counselor at Law  
920 N. W. 8th Avenue, Suite A  
Gainesville, FL 32601  
Phone: 352-336-0800  
Fax: 352-336-0505

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DIVISION OF CORPORATIONS  
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**TRANSMITTAL MEMORANDUM**

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**DATE:** May 8, 1996  
**TO:** CLARETHA GOLDEN, Document Specialist  
**COMPANY:** Department of State, Division of Corporations  
**FROM:** Carrie Fagan, Legal Assistant

**RE:**

Florida Research Institute, Inc. (Ref. #W96000009268) - Enclosed please find Articles of Incorporation for aforementioned corporation, corrected pursuant to your letter of instruction dated May 1, 1996. Please advise should you require further information. Thank you.



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 MAY -3 PM 1:22

May 1, 1996

BRUCE BRASHEAR, ESQUIRE  
ATTN: CARRIE FAGAN  
920 N.W. 8TH AVENUE #A  
GAINESVILLE, FL 32601

SUBJECT: FLORIDA RESEARCH INSTITUTE, INC.  
Ref. Number: W96000009268

COPY

We have received your document for FLORIDA RESEARCH INSTITUTE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 696A00020967

PLEASE CERTIFY THE ENCLOSED COPY AND RETURN FOR OUR RECORDS. THANK YOU.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION OF  
FLORIDA RESEARCH INSTITUTE, INC.  
A FLORIDA NONPROFIT CORPORATION**

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**ARTICLE ONE. NAME**

The name of this corporation is Florida Research Institute, Inc.

**ARTICLE TWO. STATEMENT OF CORPORATE NATURE**

This is a nonprofit corporation organized solely for general scientific and educational purposes pursuant to the Florida Corporations Not for Profit law set forth in Part I of Chapter 617 of the Florida Statutes.

**ARTICLE THREE. GENERAL AND SPECIFIC PURPOSES**

The specific and primary purposes for which this corporation is formed are to operate for the advancement of social research, and for other scientific, research and educational purposes, and by the distribution of its funds for such purposes.

**ARTICLE FOUR. TERM**

This corporation shall have a perpetual existence.

**ARTICLE FIVE. TRUSTEES AS MEMBERSHIP**

a) **Trustees as Membership.** The sole class of membership of this corporation shall be its trustees. The Trustees may create additional classes of membership.

b) **Rights and Liabilities of Members.** The members of this corporation shall have no right, title or interest whatsoever in its income, property or assets, nor shall any portion of such income, property or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities or obligations of the corporation and shall not be subject to any assessment.

## **ARTICLE SIX. SUBSCRIBERS**

The names and residence addresses of the incorporators of this corporation are as follows:

Elaine M. Lyons-Lepke  
2610 S.W. 14th Drive  
Gainesville, FL 32608

Kenneth J. Lyons  
2306 S.W. 13th Street, #405  
Gainesville, FL 32608

## **ARTICLE SEVEN. LOCATION OF PRINCIPAL OFFICE AND IDENTIFICATION OF REGISTERED AGENT**

(a) The address of the principal office of the Corporation is 2306 S.W. 13th Street, Suite 806, Gainesville, FL 32608. The county in which Corporation's business is to be transacted is Alachua County, Florida.

(b) The name and address of this corporation's registered agent is Elaine M. Lyons-Lepke, 2306 S.W. 13th Street, Suite 806, Gainesville, FL 32608.

## **ARTICLE EIGHT. BOARD OF TRUSTEES.**

The number of trustees shall not be less than 3 nor more than 15.

The trustees named herein as the first board of trustees shall hold office until the first meeting of the board of trustees to be held on June 15, 1997, at 10 A.M. or at such other date and time as the board of trustees shall designate, at the offices of the Corporation at which time an election of trustees shall be held. Annual meetings of the board of trustees shall be held prior to June 15th of each year at the principal office of the corporation or at such other place or places as the board of trustees may designate from time to time.

Trustees shall serve for a term of one year and until their successor is duly elected and seated. At each succeeding annual election of trustees, all trustees shall be elected to serve until the next annual election of trustees.

Any action required or permitted to be taken by the board of trustees under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action

by written consent shall have the same force and effect as if taken by unanimous vote of the trustees. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of trustees without a meeting and that the articles of incorporation of this corporation authorize the trustees to so act. Such a statement shall be *prima facie* evidence of such authority.

The names and addresses of such first members of the board of trustees are as follows:

John Lepke  
2610 S.W. 14th Drive  
Gainesville, FL 32608

Elaine M. Lyons-Lepke  
2610 S.W. 14th Drive  
Gainesville, FL 32608

Kenneth J. Lyons  
2306 S.W. 13th Street, #405  
Gainesville, FL 32608

Gordon Bechtel  
2250 N. W. 21st Avenue  
Gainesville, FL 32605

**Corporate Officers.** The board of trustees shall elect the following officers: chairman, vice-chairman, president, and secretary/treasurer, and such other officers as the bylaws of this corporation may authorize the trustees to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of trustees. Until such election is held, the following persons shall serve as corporate officers:

Office

Elaine M. Lyons-Lepke  
Kenneth J. Lyons  
Elaine M. Lyons-Lepke

Chair  
Vice-Chair  
President, Secretary/Treasurer

**ARTICLE NINE. BYLAWS**

Subject to the limitations contained in the bylaws, and any limitations set forth in the Corporations Not for Profit law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may

be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of trustees or by following the procedure set forth therefor in the bylaws.

#### ARTICLE TEN. DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to scientific, research and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any trustee, officer, or member thereof, or to the benefit of any private individual.

#### ARTICLE ELEVEN. DISTRIBUTION OF ASSETS

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 nonprofit fund, foundation, or corporation which is organized and operated exclusively for educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

#### ARTICLE TWELVE. AMENDMENT OF ARTICLES

Amendments to these articles of incorporation may be purposed by a resolution adopted by the board of trustees and presented to a quorum of members for their vote. Amendments may be adopted by the vote of two-thirds of a quorum of members of the corporation.

We, the undersigned, being the incorporators of this corporation, and including all the persons herein named as the subscribers of this corporation, for the purpose of forming this nonprofit charitable corporation under the Laws of Florida have executed these Amended Articles of Incorporation on April 24, 1996.

  
ELAINE M. LYONS-LEPKE

  
KENNETH J. LYONS

STATE OF FLORIDA  
COUNTY OF ALACHUA

On this 24<sup>th</sup> day of April, 1996, personally appeared before me, Elaine M. Lyons-Lepke, and acknowledged that she executed the foregoing instrument for the purposes expressed therein.

Witness my hand and seal the day and year last above written.

Bruce Brashear  
NOTARY PUBLIC  
My Commission Expires:

STATE OF FLORIDA  
COUNTY OF ALACHUA

On this 24<sup>th</sup> day of April, 1996, personally appeared before me, Kenneth J. Lyons, and acknowledged that he executed the foregoing instrument for the purposes expressed therein.

Witness my hand and seal the day and year last above written.

Bruce Brashear  
NOTARY PUBLIC  
My Commission Expires:



BRUCE BRASHEAR  
My Comm Exp. 3/16/98  
Bonded By Service Ins  
No. CC356504

☐ Personally Known ☐ Other I.D.



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of FLORIDA RESEARCH INSTITUTE, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 24th day of April, 1996.

Elaine M. Lyons-Lepke  
ELAINE M. LYONS-LEPKE  
Registered Agent

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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