

N96000005218

TRANSMITTAL LETTER

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

SUBJECT: Marine Animal Rescue Society, Inc.
(Proposed corporate name - must include suffix)

700001968337
-10/08/96--01158--004
*****70.00 *****70.00

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

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: Craig A. Pelton
Name (Printed or typed)

1039 NE 82nd Terrace
Address

Miami, FL 33138
City, State & Zip

(305) 919-5503
Daytime Telephone number

FILED
96 OCT -7 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OCT 10 1996 BSB

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

FILED

ARTICLES OF INCORPORATION
OF
MARINE ANIMAL RESCUE SOCIETY, INC.

96 OCT -7 PM 3:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers hereby associate themselves together for the purpose of forming a corporation not for profit under and by virtue of the laws of the State of Florida, and under the following Charter:

ARTICLE I.

The name of this corporation is and shall be Marine Animal Rescue Society, Inc., and said corporation shall be located in North Miami, Florida.

ARTICLE II.

The principle office is the same as the registered office as stated in Article VI.

ARTICLE III.

The general nature and object of this corporation shall be devoted exclusively for conservational, educational and charitable purposes and specifically shall be:

A. To sponsor, encourage, arrange funding for, maintain and develop projects, facilities, and activities to be utilized for the protection, preservation, conservation, and care of marine animals and their habitat through direct, educational, charitable, environmental, and scientific ways either directly, in concert with or by contribution(s) to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 and its Regulations as they now exist or as they may hereafter be amended; to arrange studies, conference groups, educational meetings and seminars in those places throughout the world conducive to furthering the objectives of this corporation.

B. To acquire, own, dispose of, receive and disburse moneys and property, both real and personal, by gift, donation, bequest, devise, purchase or grant to promote and carry out any or all of the stated purposes, and to hold and dispose of such property as the corporation shall require for the benefit of its members. This corporation shall be authorized to exercise the powers permitted non-profit corporations under Chapter 617 of the Florida Statutes; provided however, that this corporation, in exercising any one or more of such powers, shall do so in furtherance of the exempt purposes for which it has been organized as described in Section 501 (c) (3) of the Internal Revenue Code.

C. To own, hold, buy, sell, lease, mortgage, pledge and otherwise exercise all acts of ownership over all kinds and classes of property, real, personal, intangible and

mixed, wheresoever situate, including works of art of all kinds and stock, bonds or securities; issued by any firm, person, corporation or association.

D. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, of exchange, debentures, bonds, warrants and other negotiable or transferable instruments, to borrow money for the purposes of the corporation, with or without security, and to mortgage, pledge, encumber in any manner, and/or place in the hands of trustees as security for the payment of money borrowed, or the fulfillment of any obligations of this corporation, any assets which this corporation may own or acquire; and to issue bonds, notes, debentures or other obligations to evidence such indebtedness, and to secure the same by pledge or mortgage of the whole or any part of the property of this corporation.

E. To receive and administer funds for scientific, educational, conservational and charitable funds exclusively within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 as amended and to that end to take and hold by bequest, devise, gifts, grant, purchase, lease or otherwise any property, real, personal, tangible, or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principle 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 by-laws of this corporation, or any laws applicable thereto.

ARTICLE III.

The members of the corporation shall be the subscribers to these Articles, the Directors named in Article VII hereof, and such other persons who may be approved for membership by the Board in such manner as may be prescribed by the bylaws of this corporation.

ARTICLE IV.

The business affairs of this corporation shall be managed by the Board of Directors and its elected officers. The Board of Directors shall consist of not less than 3 members who shall be members of the corporation and shall hold office in accordance with the bylaws. The directors shall be elected by a majority vote of the members entitled to vote present and participating at the annual meetings of the membership to be held as prescribed by the bylaws.

The names of the persons who are to serve as Directors until the first election of Directors are as follows:

Craig A. Pelton

1039 NE 82nd Terrace
Miami, FL 33138

Cris Hadjez

Pablo Stinson

Greg C. Thomas

9591 Fountainbleau Blvd. #506

Miami, FL 33172

5940 SW 82nd St.

South Miami, FL 33143

2707 Adams Mill Rd., NW #101

Washington, DC 20009

ARTICLE V.

This corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VI.

The registered office and principle place of business of this corporation shall be Arts and Sciences, Marine Lab Trailer, Florida International University, 3000 NE 145th St., North Miami, Florida, 33181-3600, and its mailing address will be the same, but it may move the principle office to any other address in Florida and have such other offices, agencies, and branches at such places throughout the world as may be determined by the Board of Directors. The name of the corporation's initial registered agent at such registered office address is Craig A. Pelton.

ARTICLE VII.

The names and addresses of the subscribers hereto are as follows:

Craig Pelton

Cris Hadjez

Pablo Stinson

Greg Thomas

1039 NE 82nd Terrace

Miami, FL 33138

9591 Fountainbleau Blvd. #506

Miami, FL 33172

5940 SW 82nd St.

South Miami, FL 33143

2707 Adams Mill Rd., NW #101

Washington, DC 20009

ARTICLE VIII.

The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such officers as may be provided in the bylaws.

The names of the persons who shall serve as officers of the corporation until the first election of officers are as follows:

President:

Vice-President:

Treasurer:

Secretary:

Craig A. Pelton

Cris Hadjez

Pablo Stinson

Greg C. Thomas

The officers shall be elected as provided in the bylaws. The officers shall receive such compensation for their services and reimbursement of expenses as the Board of Directors may from time to time determine.

ARTICLE IX.

The Board of Directors of this corporation may provide such bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Upon proper notice the bylaws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose upon at least thirty (30) day written notice.

ARTICLE X.

Upon proper notice, these Articles of Incorporation may be amended, altered, or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose upon at least thirty (30) days written notice.

ARTICLE XI.

No person, firm or corporation shall ever receive any dividends or profits from the undertakings of this corporation and upon dissolution of this organization all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501(c) (3) of the Internal Revenue Code, or to the Federal Government, or to a State or local government, for a public purpose, and none of the assets will be distributed to any member, officer or director of this corporation.

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 publication or distribution or statements) any political campaign on behalf of any candidate for public office.

The undersigned incorporator has executed these Articles of Incorporation this 2nd day of October, 1996.

Signature of Incorporator:

Craig A. Pelton

Craig A. Pelton

Typed name of incorporator signing

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Marine Animal Rescue Society, Inc.

(must include suffix)

2. The name and address of the registered agent and office is:

Craig A. Pelton

(NAME)

Arts and Sciences
Marine Lab Trailer, Florida International University
3000 NE 145th St.

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

North Miami, FL 33181-3600

(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Craig A. Pelton

(SIGNATURE)

10/2/96

(DATE)

FILED
OCT - 7 PM 3:51
TALLAHASSEE, FLORIDA
SECRETARY OF STATE