

N980000006304

TRANSMITTAL LETTER

November 2, 1998

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

FEDERAL EXPRESS

**SUBJECT:** INDIAN RIVER INSTITUTE, INC.

400002679334--5  
-11/03/98--01074--012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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

☐ \$78.75  
Filing Fee  
& Certificate

**FROM:** Gilbert R.H. Kennedy  
  
2315 Atlantic Beach Boulevard  
  
Ft. Pierce, FL 34949  
  
561-467-2545

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DIVISION OF CORPORATIONS  
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# **ARTICLES OF INCORPORATION**

## **FOR**

### **INDIAN RIVER INSTITUTE, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

#### **ARTICLE I — NAME**

The name of the corporation is **INDIAN RIVER INSTITUTE, INC.** (hereinafter "the Corporation").

#### **ARTICLE II — PRINCIPAL OFFICE**

The principal place of business and the mailing address of the corporation shall be:

**2315 Atlantic Beach Boulevard  
Fort Pierce, Florida 34949**

#### **ARTICLE III — PURPOSE(S)**

The specific purpose(s) for which the corporation is formed are as follows:

1. The Corporation shall operate exclusively for scientific and educational purposes, especially the restoration of the marine environment through stock enhancement programs, aquaculture research and development, marine biomedical research and development, marine nutritional research and development, and marine science education, including the making of distributions to organizations that qualify as exempt organizations under Title 26 §501(c)(3) of the Internal Revenue Code of 1986, as amended.
2. The Corporation shall perform such research and development as is deemed necessary and desirable for the purpose of advancing the existing state of knowledge and technology and developing innovative methods of aquaculture and stock enhancement to increase productivity and rehabilitation of aquatic systems.

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3. To accomplish the purposes of the Corporation, it shall have the following powers: the power to purchase, lease, sell, convey, and otherwise use and acquire property of every kind and nature, real, personal, and mixed; the power to sell, pledge, hypothecate, and otherwise dispose of such property; the power to borrow money and give security therefor, and to execute deeds of conveyance, deeds of trust, mortgages and other instruments of writing on the assets of the Corporation; the power to employ agents and representatives and/or labor; and to do and perform each and everything deemed by the Board of Directors proper to carry out the plans and purposes hereof.
4. To do all acts and things necessary or convenient for the accomplishment of the purposes and objects of the Corporation as herein expressed, and all acts and things incidental thereto, and, in general, to exercise and enjoy all rights, powers and privileges now or hereafter granted to corporations in general, and to not for profit corporations in particular, under the laws of the State of Florida as they now exist or as they may hereafter be amended.
5. Anything contained herein to the contrary notwithstanding, no part of the net earnings or of the principal assets of the Corporation shall inure to the benefit of any donor, grantor, testator, lender, or his or her heirs, representatives, or assigns, or any member of the Board of Directors or of the Corporation, or of any other entity, natural or corporate; and no part of the net earnings or the principal assets of the Corporation shall be diverted to or used in connection with any attempt to influence the general public, or segments thereof, with respect to legislative matters, elections or referendums or to participate in or intervene in, directly or indirectly, any political campaign on behalf of or in opposition to any candidate for any public office.
6. In the event of the liquidation or dissolution of the Corporation, all property and assets remaining after payment of its debts shall be distributed to or among such tax exempt scientific or educational organizations as the then Board of Directors of the Corporation may direct.

#### **ARTICLE IV — MANNER OF ELECTION OF DIRECTORS**

The manner in which the directors are elected or appointed is:

The affairs of the Corporation shall be managed by its Board of Directors. The Corporation shall have three (3) members of the board initially appointed by the Incorporator; the number of directors may be changed from time to time as provided by the By Laws, but their number may never be less than three. Directors of the Corporation shall be appointed at the Corporation's annual meeting by the existing board. Directors may be appointed, removed, and vacancies on the board filled, in the manner provided by the By Laws.

**ARTICLE V — INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent are:

**Gilbert R.H. Kennedy  
2315 Atlantic Beach Boulevard  
Fort Pierce, Florida 34949**

**ARTICLE VI — INCORPORATOR**

The name and address of the Incorporator to these Articles of Incorporation are:

**Gilbert R.H. Kennedy  
2315 Atlantic Beach Boulevard  
Fort Pierce, Florida 34949**

  
Signature/Incorporator

11/2/98  
Date

*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.*

  
Signature/Registered Agent

11/2/98  
Date

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