

Filing Fee: \$50.00



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615

NON-PROFIT CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

2013 AUG 30 PH 3:36
SECRETARY OF STATE
CORPORATIONS DIV

Pursuant to the provisions of Section 7-6-74 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign non-profit corporation hereby applies for a Certificate of Authority to conduct affairs in the State of Rhode Island, and for that purpose submits the following statement:

- 1. The name of the corporation is The DAN Foundation, Inc.
2. It is incorporated under the laws of North Carolina
3. The date of its incorporation is May 2, 1990
4. The address of its principal office is 6 West Colony Place, Durham, NC 27705
5. The address of its proposed registered office in Rhode Island is 450 Veterans Memorial Parkway- Ste 7A
6. The specific purpose or purposes which it proposes to pursue in conducting its affairs in Rhode Island are:
The purposes for which this corporation is formed are for scientific, educational, literary and charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (referred to in these Articles of Incorporation as the "Code"), and in this connection to provide emergency medical advice and assistance relating to underwater diving accidents and diseases to foster and promote interest in safe underwater diving practices and methods; to promote and support scientific and medical research into the improvement of underwater diving safety; to promote and support scientific and medical research into the improvement of health care methods, preventive care, and practices for diving diseases and injuries suffered in underwater diving accidents; to offer and promote training and education concerning safe underwater diving practices and the emergency medical treatment of underwater diving accidents; to promote the study, improvement, and advancements in the field of underwater diving health care and safety; to represent the interests of underwater divers; and to engage in any lawful act or activity permitted by law.

FILED

Form No. 250
Revised: 06/11

AUG 30 2013
BY [Signature] 204923
3:34

7. The names and respective addresses of its directors and officers are:

	<u>Name</u>	<u>Address</u>
Director	SEE ATTACHED LIST	
Director		
Director		
President	William M. Ziefle	6 West Colony Place, Durham, NC 27705
Vice President	Virginia Parker	6 West Colony Place, Durham, NC 27705
Treasurer	Edward Williams	6 West Colony Place, Durham, NC 27705
Secretary	Virginia Parker	6 West Colony Place, Durham, NC 27705

8. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Under penalty of perjury, I declare and affirm that we have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 7/10/13

The DAN Foundation, Inc.

Print Exact Name of Corporation Making Application

Signature of President or Vice President (check one)

Signature of Secretary or Assistant Secretary (check one)

**The DAN Foundation, Inc.
Board of Directors**

G. Jona Poe, Jr., J.D. (Chairman)

Home: 1802 Grande Oaks Rd
Durham, NC 27712
Home Phone: 919-471-2299
Office: 3202 Guess Road
Durham, NC 27705
Work Phone: 919-471-4015
Mobile Phone: 919-810-0311
Email: joe@poelaw.com

William G. Anlyan, Jr., J.D.

1702 Pope Court
Wilmington, NC 28405
Home Phone: 910-256-6232
Office: 131 Racine Drive, Suite 250
Wilmington, NC 28403
Work Phone: 910-599-9409
Mobile Phone: 910-520-1429
Fax: 910-799-1599
Email: banlyan@anlyanandhively.com

Douglas N. Stracener, J.D.

37336 Lakeshore Ave
Prairieville, LA 70769
Work Phone: 225-356-2491
Home Phone: 225-272-9446
Mobile Phone: 225-921-5621
Email: ka5ysy@mac.com

Wayne Massey, M.D.

Box 3909 DUMC
Durham, NC 27710
Work Phone: 919-684-5816
Home Phone: 919-383-7293
Email: masse010@mc.duke.edu

Michael A. Lang

Home: 1610 Courtland Road
Alexandria, VA 22306
Home Phone: 703-660-6960
Mobile Phone: 202-744-0425
Email: langm@si.edu

Sylvia A. Earle, PhD

Office: 1145 17th St. NW
Washington, DC 20036
Work Phone: 510-530-9388
Email: saearle@aol.com

Phillip Mintz

Home: 528 Rathbun Ave.
Staten Island, NY 10312
Home Phone: 718-966-1056
Mobile Phone: 602-738-0230
Email: pmintz10@gmail.com

Lee Selisky

21000 Greenview Court
Rogers, MN 55374
Home Phone: 763-494-6797
Mobile Phone: 612-751-2887
Email: lee@seapearls.com

Kathy Weydig, B.S.

3081 Star Drive
Lake Havasu City, AZ 86406
Phone: 928-854-9445
Mobile Phone: 928-230-9796
Email: kathy@techdivinglimited.com

Harry Rodgers

2607 Lighthouse Lane
Baltimore, MD 21224
Work Phone: 212-972-1423
Mobile Phone: 646-705-8899
Email: harry.rodgers@im.kane-group.com

William M. Ziefle, J.D. (Emeritus)

Home: 2 Winterfield Place
Durham, NC 27705
Home Phone: 919-384-9207
Office: 6 W Colony Place
Durham, NC 27705
Work Phone: 919-684-2948
Mobile Phone: 919-845-9681
Fax: 281-296-0175
Email: wziefle@dan.org



NORTH CAROLINA
Department of the Secretary of State

To all whom these presents shall come, Greetings:

I, Elaine F. Marshall, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF RESTATEMENT

OF

THE DAN FOUNDATION, INC.

the original of which was filed in this office on the 15th day of January, 2013.



Scan to verify online.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 26th day of July, 2013.

Elaine F. Marshall

Secretary of State

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Date Filed: 1/15/2013 4:22:00 PM
Elaine F. Marshall
North Carolina Secretary of State

C201300400581

State of North Carolina
Department of the Secretary of State

ARTICLES OF RESTATEMENT
FOR NONPROFIT CORPORATION

Pursuant to §55A-10-06 of the General Statutes of North Carolina, the undersigned corporation hereby submits the following for the purpose of restating its Articles of Incorporation.

1. The name of the corporation is: Divers Alert Network, Inc. (Being changes name to The DAN Foundation, Inc.)
2. The text of the Restated Articles of Incorporation is attached.
3. (Check a, b, c, and/or d, as applicable.)
 - a. These Restated Articles of Incorporation were adopted by the board of directors and do not contain an amendment.
 - b. These Restated Articles of Incorporation were adopted by the board of directors and contain an amendment not requiring member approval. (Set forth a brief explanation of why member approval was not required for such amendment.) In accordance with the Articles of Incorporation currently on file, the members have no voting rights.
 - c. These Restated Articles of Incorporation contain an amendment requiring member approval, and member approval was obtained as required by Chapter 55A of the North Carolina General Statutes.
 - d. These Restated Articles of Incorporation contain an amendment requiring approval by a person whose approval is required pursuant to N.C.G.S. §55A-10-30, and such approval was obtained.
4. These articles will be effective upon filing, unless a delayed date and/or time is specified: _____

This the 3rd day of January, 20 13

Divers Alert Network, Inc.

Name of Corporation

Signature

William M. Zelle, President and CEO

Type or Print Name and Title

Notes:

1. Filing fee is \$10, unless the Restated Articles of Incorporation include an amendment, in which case the filing fee is \$25. This document and one exact or conformed copy of these articles must be filed with the Secretary of State. (Revised Jan 2003)

Corporations Division

PO Box 29622

Raleigh, NC 27626-0622

**RESTATED ARTICLES OF INCORPORATION
THE DAN FOUNDATION, INC.**

1. **Name.** The name of this corporation is "The DAN Foundation, Inc."
2. **Duration.** The corporation shall have perpetual duration.
3. **Members.** The corporation shall have members, being persons who have applied for membership, who have met any requirements or conditions of membership as may from time to time be established by the Board of Directors of the corporation, and who maintain such annual or other periodic dues as may from time to time be established by the Board of Directors of the corporation. The members shall have no voting rights. Membership in the corporation shall not be transferrable, and no member shall be entitled to any distributive share of the corporation's assets upon termination of his membership or at any other time.
4. **General Purposes.** This corporation is a nonprofit corporation formed for charitable purposes as defined in North Carolina General Statutes Section 55A-1-40(4) and shall have the following powers:

(a) Except as otherwise provided in these Articles of Incorporation or in the bylaws of the corporation, the corporation shall have all of the powers conferred upon nonprofit corporations under the North Carolina Nonprofit Corporation Act including, but not limited to, those specified in Section 55A-3-02 of the North Carolina General Statutes. However, notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (referred to in these Articles of Incorporation as the "Code"), under which the corporation chooses to qualify for exemption as the same now exists, or as it may be amended from time to time. The corporation shall have the power and authority to accept gifts and contributions in any form of property, but only if the objects specified by the testator or donor are within the objects and purposes of the corporation. The corporation shall have the power to make donations for the public welfare or for charitable, scientific, literary or educational purposes.

(b) The corporation shall have the power and authority to perform all acts which may be deemed proper for the successful prosecution of the objects and purposes for which this corporation is formed: provided that this corporation shall not be operated for the profit of its members or any other person, but solely for the charitable purposes hereinabove expressed. Nothing herein, however, shall prevent this corporation from making charges for its services: charging membership dues as determined by the directors; renting or subletting any of its property, real and personal; and receiving money or property of any kind or character by any other means which may be needful for the purpose of promoting the objects of this corporation.

5. **Specific Purposes.** The specific purposes for which the corporation is organized are for scientific, educational, literary and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (referred to in these Articles of Incorporation as the "Code"), and in this connection to provide an emergency medical referral source and assistance relating to underwater diving accidents and diseases to foster and promote interest in safe underwater diving practices and methods; to promote and support scientific and medical research into the improvement of underwater diving safety; to promote and support scientific and medical research into the improvement of health care methods, preventive care, and practices for diving diseases and injuries suffered in underwater diving accidents; to offer and promote training and education concerning safe underwater diving practices and the emergency medical treatment of underwater diving accidents; to promote the study, improvement, and advancements in the field of underwater diving health care and safety; to represent the interests of underwater divers, and; to engage in any lawful act or activity for which corporations may be organized under the Nonprofit Corporation Act of North Carolina.
6. **Distribution of Assets on Dissolution.** In the event of the dissolution of the corporation, to the extent allowed under applicable law, all of the assets of the corporation shall be distributed to, or its assets shall be sold and the proceeds distributed to, one or more qualifying charitable organizations (as hereinafter defined), which shall be selected by the Board of Directors of the corporation. For purposes of these Articles, the term "qualifying charitable organization" shall mean a corporation, fund or foundation which is created in the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for religious, charitable, scientific, literary or educational purposes which then qualifies as exempt from taxation under the provisions of Section 501(c)(3) of the Code, is then described in Section 170(c)(2) of the Code and is then other than a private foundation pursuant to Section 509(a) of the Code. In the event that for any reason upon the dissolution of the corporation the Board of Directors of the corporation shall fail to act in the manner herein provided within a reasonable time, the senior judge of the Superior Court of Durham County shall make such distributions as herein provided upon the application of one or more persons having an official position with the corporation.
7. **No Private Inurement.** The corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property or net earnings of the corporation shall inure to the benefit of any individual except as reasonable compensation for services actually rendered by such individual or as payments and distributions in furtherance of the purposes set forth in Articles 4 and 5 hereof. It is intended that the corporation will qualify at all times as an organization exempt from Federal income tax under Sections 501(a) and 501(c)(3) of the Code, that it will qualify at all times as an organization to which deductible contributions may be made pursuant to Sections 170, 642, 2055 and 2522 of the Code, and that it will qualify as other than a private foundation pursuant to Section 509(a) of the Code; therefore, notwithstanding any other provision in these articles, the corporation shall never be authorized to engage in any activity except in furtherance of the purposes for which the corporation is organized, and the corporation

shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Sections 501(a) and 501(c)(3) of the Code or (ii) by a corporation, contributions to which are deductible under Sections 170, 642, 2055 and 2522 of the Code. The corporation shall never directly or indirectly participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidates for public office. No substantial part of the activities of the corporation shall be devoted to attempting to influence legislation by propaganda or otherwise within the meaning of the proscriptive provisions of the Code, except as otherwise provided in Section 501(h) of the Code, and its expenditures to influence legislation shall not exceed the permissible limits of Sections 501(h) and 4911 of the Code, to the extent applicable, and shall not be of the type or magnitude which would subject the corporation to tax under Section 4911 of the Code. To the extent that Section 4942 of the Code is applicable to the corporation, the directors shall cause the corporation to distribute amounts for each taxable year at such time and in such manner as not to become subject to the tax imposed by such Section. Notwithstanding any other provisions of these Articles of Incorporation, to the extent that the following provisions of the Code are applicable, the corporation and its directors and officers shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, shall not retain any excess business holdings as defined in Section 4943(c) of the Code, shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code, and shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

8. No Capital Stock. The corporation shall have no capital stock.
9. Management by Board of Directors. Management of the corporation and its properties and affairs shall be vested solely in its Board of Directors, which, in addition to its other powers and authorities, shall have full power and authority from time to time to sell, expend, or otherwise dispose of any and all property of the corporation in furtherance of any of the purposes for which the corporation has been organized. The Board of Directors shall be comprised of at least three (3) and no more than eleven (11) members. The exact number and the method of election or appointment of the members of the Board of Directors as well as any qualifications for being a member of the Board of Directors shall be as provided from time to time by the bylaws of the corporation.
10. Director Liability; Indemnity. To the fullest extent permitted by the North Carolina Nonprofit Corporation Act as now in effect or as it may hereafter be amended, no person who is serving or who has served as a director of the corporation shall be personally liable to the corporation for monetary damages for breach of duty as a director. No amendment or repeal of this Article, and no addition of any provision to these Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal, or addition. Directors of this corporation shall be entitled to indemnity against claims, actions, demands or other proceedings to the full extent set forth in the North Carolina Nonprofit Corporation Act.

11. **Amendment.** No amendment to these Articles of Incorporation may be made except in accordance with the bylaws of this corporation or as otherwise set forth in the North Carolina Nonprofit Corporation Act; provided, however, that under no circumstances shall these Articles of Incorporation be amended so that the corporation may operate for other than charitable, educational, scientific, or literary purposes or so that any director or other private individual may participate in the distribution of the earnings, funds, or properties of this corporation.

12. **Registered Office.** The corporation's registered office is located in Wake County at the following street address (which is also the corporation's mailing address):

6 West Colony Place
Durham, North Carolina 27705

13. **Registered Agent.** The name of the corporation's registered agent is Dan Orr.

14. **Principal Office.** The corporation's principal office is located in Wake County at the following street address (which is also the mailing address of the corporation's principal office):

6 West Colony Place
Durham, North Carolina 27705



NORTH CAROLINA

Department of the Secretary of State

CERTIFICATE OF EXISTENCE

I, Elaine F. Marshall, Secretary of State of the State of North Carolina, do hereby certify that

DIVERS ALERT NETWORK, INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 17th day of September, 2009 , with its period of duration being Perpetual.

I FURTHER certify that the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Nonprofit Corporation Act; and that the said corporation has not filed articles of dissolution as of the date of this certificate.



Scan to verify online.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 26th day of July, 2013.

Elaine F. Marshall

Secretary of State



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

