

Akerman Senterfitt

Shirley Walker

Requester's Name

301 S. Bronough ST., STE 200

Address

Tallahassee FL 32301

City/State/Zip

Phone #

222-3471

NO0000007273

Office Use Only

CORPORATION NAMES & DOCUMENT NUMBER(S) (if known)

1. _____ (Corporation Name) (Document #)

2. _____ (Corporation Name) (Document #)

3. _____ (Corporation Name) (Document #)

4. _____ (Corporation Name) (Document #)

FILED
00 NOV -1 AM 11:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

700003446967-1-9
-11/01/00--01032--009
*****70.00 *****70.00

- Walk in
- Mail out
- Pick up time _____
- Will wait _____
- Certified Copy
- Certificate of Status
- Photocopy

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

RECEIVED
00 NOV -1 AM 10:45
DEPARTMENT OF STATE
DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

SMITH NOV 01 2001

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
GLOBAL INTERACTIVE MARINE EXPERIENCES COUNCIL, INC.**

We, the undersigned hereby associate ourselves together for the purpose of becoming incorporated under the laws of the State of Florida, applicable to corporations not for profit, and respectfully petition the Secretary of State for approval of such incorporation under the following proposed Articles of Incorporation:

**ARTICLE I
NAME**

The name of this corporation shall be **GLOBAL INTERACTIVE MARINE EXPERIENCES COUNCIL, INC.**, and its principle place of business shall be located at Post Office Box 222982, West Palm Beach, Florida 33422-2982.

00 NOV - 23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

**ARTICLE II
GENERAL AND SPECIFIC PURPOSES**

This corporation is organized and operated exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(C)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The specific and primary purposes for which the corporation is formed are the development and implementation of standards for interactive marine experiences throughout the world, and to research and educate the general public regarding the needs of marine animals and the benefits of interactive marine experiences. At no time shall the corporation engage in partisan politics nor any political activities contrary to or in contravention of Section 501(C)(3) of the Internal Revenue Code of 1986, as amended, or any successor provision thereof.

**ARTICLE III
USE OF INCOME**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Two hereof. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. All revenues received from the conduct of corporation business, and all property within its possession, shall be used solely to defray expenses, compensate employees and maintain the corporation and not for the direct benefit of the members of this corporation, either individually or collectively.

ARTICLE IV
POWERS OF CORPORATION

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted, by a Board of Directors (also referred to as "Trustees"). The number of Directors of the corporation shall be no less than five (5), provided, however, that such number may be changed by a bylaw duly adopted by the members. The Directors named herein as the first Board of Directors shall hold office until the first meeting of the Board at which time an election of Directors shall be held. Said corporation is to have the power to do any and all things necessary or expedient for carrying out the said objects and purposes of the corporation and, in general to possess all rights, privileges, and immunities, and enjoy all the benefits granted to corporations of similar character under the laws of the State of Florida.

ARTICLE V
QUALIFICATION FOR MEMBERSHIP

The membership of this corporation shall at all times consist of persons who are involved in the operation and organization of the affairs of the corporation. The rights of all members shall be equal. Each member shall be entitled to one vote. Members, and prospective members, must agree to be bound by these Articles, any amendments thereto, the Bylaws of the corporation as may be adopted by the Board of Directors from time to time.

ARTICLE VI
TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VII
NAMES OF SUBSCRIBERS

The name and address of the person subscribing to these Articles of Incorporation is as follows:

Mr. Bob L. Harris, Esq.
301 South Bronough Street, Suite 200
Tallahassee, Florida 32301-1722

ARTICLE VIII
OFFICERS

The Board of Directors shall elect the following officers: President, Vice-President, Secretary, Treasurer, and Chairman, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. The officers shall be elected in accordance with the corporation's By-Laws. The officers presently elected, and who shall retain office until new elections are held or at such time as prescribed in the corporation's By-Laws, are as follows:

Mr. John Stewart, Chairman
3951 N. Haverhill Road #215
West Palm Beach, Florida 33417

Ms. Regina Franklin, President
3750 Convoy Street, Suite 310
San Diego, California 92111

Mr. Bob L. Harris, Vice President
301 S. Bronough Street, Suite 200
Tallahassee, Florida 32301-1722

Mr. Jeff Nadler, Secretary
30151 Tomas Street
Rancho Santa Margarita, CA 92688

Mr. Neal Watson, Treasurer
Post Office Box 21766
Ft. Lauderdale, Florida 33335

ARTICLE IX
BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of five (5) members of the corporation, those being the current chairman, current president, current vice president, current secretary, and current treasurer. Each of these members shall be elected by the corporation as provided in the By-Laws, and shall continue in office until the last annual meeting of the next year of the corporation for the election of Directors and officers or until their successors shall be elected and qualified, unless there occurs a vacancy by resignation, death or removal. In the event of such contingencies arising, vacancies will be filled as provided for in the By-Laws. The annual meeting of the Board of Directors shall be held as such time as may be provided by the By-Laws in order to receive reports of officers and committees, pass upon the same and turn over the affairs of the corporation to the newly elected Board of Directors. Other meetings may be provided for at regular times or may be called by the Board of Directors. The business affairs of this corporation shall be managed by the Board of Directors.

ARTICLE X

INDEMNIFICATION OF DIRECTORS OR OFFICERS

The Corporation hereby indemnifies any Officer or Director made a part or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

- a) Whether civil, criminal, administrative or investigative, other than on, by or in the right of the Corporation to procure a judgement in its favor, brought to impose a liability or penalty on such person in his or her capacity of Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he or she served at the request of the Corporation, against judgements, fines, amounts paid in settlement and expenses, including attorney's fees, actually and reasonably incurred as a result of such action, suit or proceeding to any appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, and in criminal actions or proceeding, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgement, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or Officer did not act in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation or that he or she had reasonable grounds for belief that such action was unlawful.
- b) By or in the right of the Corporation to procure a judgement in its favor by reason of his or her being or having been a Director or Officer, employee or agent of the Corporation, or by reason of his or her being or having been a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he or she served at the request of the Corporation, against the expenses, including attorney's fees, actually and reasonably incurred by him or her in connection with the defense or settlement of such action, or in connection with the defense or settlement of such action or suit, including any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, except that such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his or her duty to the Corporation.
- c) Any indemnification under Section (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or Officer needs indemnification were properly incurred and that such Director or Officer acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and that with respect to any criminal proceeding or action, he or she had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to such action, suit or proceeding.

- d) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of Section (a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standard of conduct set forth in Section (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in the Section. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person, In the event the Corporation elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him or her, unless there are conflicting interests between or among such persons and other parties represented in the same action, suit or proceeding by such counsel retained by such person, in which case the reasonable expenses or such additional representation shall be within the scope of the indemnification intended of such person is ultimately determined to be entitled thereto as authorized in the Section.
- e) The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

ARTICLE XI
BY-LAWS

The members of the corporation entitled to vote shall have the right to make and adopt such By-Laws as they shall deem proper and advisable and such By-Laws shall be made, adopted, altered and rescinded pursuant to the procedures outlines in the By-Laws.

ARTICLE XI
AMENDMENTS TO BY-LAWS AND
ARTICLES OF CORPORATION

The By-Laws of the corporation and these Articles of Incorporation may be altered, changed or amended by the members of the corporation at any regular business meeting called for that purpose and, if approved, such proposed alteration, change or amendment shall be and form a part of the By-Laws or Articles of Incorporation. Amendments to the Articles of Incorporation, when approved by the members of the corporation, must also be forwarded to the Secretary of the State of Florida and filed and approved by the Secretary before the same shall become effective.

ARTICLE XII
RESIDENT AGENT

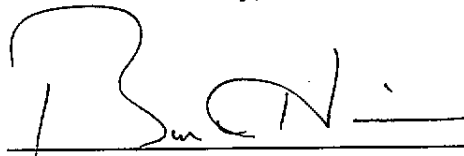
The Resident Agent for the corporation, who shall serve until officially changed, shall be:

Mr. Bob L. Harris, Esq.
301 South Bronough Street, Suite 200
Tallahassee, Florida 32301-1722

ARTICLE XIII
DISBURSEMENT OF ASSETS UPON DISSOLUTION

Upon the dissolution of this corporation, all of its assets remaining after payments of all costs and expenses of such dissolution, including residual assets, shall be distributed for one or more exempt purposes within the meaning of section 501(C)(3) of the Internal Revenue Code, including to organizations which have qualified for exemption under 501(C)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or to the Federal Government, or to the state or local government, for public purpose, and none of the assets will be distributed to any member, officer, or trustee of this corporation. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principle office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

WITNESS the hand and seal of the Incorporator in Leon County, State of Florida, this 1st day of November, 2000.



Bob L. Harris, Esq.
301 South Bronough Street, Suite 200
Tallahassee, Florida 32301-1722

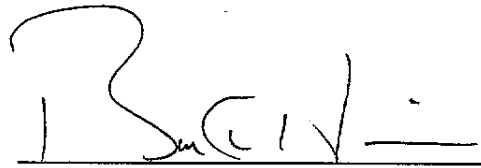
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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: **GLOBAL INTERACTIVE MARINE EXPERIENCES COUNCIL, INC.**
2. The name and address of the registered agent and office is:
Bob L. Harris, Esq.
301 South Bronough Street, Suite 200
Tallahassee, Florida 32301-1722

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.

DATED this 1st day of November, 2000.



Bob L. Harris, Esq.

FILED
00 NOV -1 AM 11:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA