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FLORIDA NON-PROFIT CORPORATION

DOLPHINMIND RESEARCH, INC.

Certificate of Status	0
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
DOLPHIN MIND RESEARCH, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a not for profit corporation under the provisions of Chapter 617 of the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

**ARTICLE I**

**Name and Principal Office**

The name of this Corporation shall be Dolphin Mind Research, Inc.

Its principal office shall be located at: 15421 Bay Vista Drive, Clermont, Florida 34711-6119, or at such location as may be established by the Board from time to time.

**ARTICLE II**

**Term**

This Corporation shall commence corporate existence upon the date of filing of these Articles of Incorporation with the Florida Department of State and shall have perpetual existence, unless sooner dissolved according to law.

**ARTICLE III**

**Purpose**

The purposes for which this Corporation is organized are exclusively scientific, educational, and charitable purposes as defined under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the "Code"), not for pecuniary profit, including the performance of the following activities exclusively for such purposes, except as restricted by Article X herein:

- A. Conducting scientific research on the cognitive processes and behavior of dolphins;

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B. Making distributions to organizations that qualify as exempt organizations under Code Section 501(c)(3);

C. Publishing findings of scientific research in peer-reviewed scientific journals and professional books;

D. Presenting findings of scientific research at scientific conferences;

E. Aiding in the scientific education of college and university students by providing opportunities for direct experience in conducting scientific research, through internship programs, and when possible, research opportunities for graduate students;

F. Raising, receiving, maintaining, distributing and administering funds for the purposes listed above; and

G. The exercise of all powers conferred on a corporation organized under the Florida Not-For-Profit Corporation Act as currently in effect and as may be amended, and all such other powers as are permitted by applicable law.

**ARTICLE IV**

**Members**

The sole member of the corporation shall be John D. Gory, an individual residing in Florida, (the "Member"). The Member shall have no voting rights other than to amend the articles of incorporation ("Articles") of the corporation, as provided in the Articles. The qualification for additional Members and the manner of their admission and expulsion shall be as regulated by the Bylaws. No meetings of the members shall be required of the corporation unless otherwise required by law. This Corporation is organized upon a nonstock basis and shall not issue shares of stock.

**ARTICLE V**

**Registered Office and Registered Agent**

The street address of the initial registered office of this Corporation is Epcot Trailer W-251, Lake Buena Vista, Florida 32830, and the name of the initial registered agent of this Corporation at that address is John D. Gory.

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**ARTICLE VI**

**Initial Board of Directors**

The initial Board of Directors of Member shall consist of three (3) directors. The number of directors of Member shall be specified, from time to time, by the Bylaws; provided, however, that the number of directors shall never be less than three (3), nor more than nine (9). At least three (3) of the directors shall also be officers. The names and street addresses of the initial directors of this Corporation are:

Name: John D. Gory  
Title: President and Treasurer

Name: Stan Johnson  
Title: Vice-President

Address: 15421 Bay Vista Drive  
Clermont, FL 34711-6119

Address: 4081-C L. B. McLeod Road  
Orlando, FL 32811

Name: Charles B. Huffine III  
Title: Secretary

Address: 2005 Marsh Drive  
Deland, FL 32724

**ARTICLE VII**

**Incorporator**

The name and street address of the person signing these Articles of Incorporation as incorporator is:

Name: John D. Gory  
15421 Bay Vista Drive  
Clermont, Florida 34711-6119

**ARTICLE VIII**

**Bylaws**

The Bylaws shall govern all operations of the Corporation and shall be in conformance with and compatible with Robert's Rules of Order and the requirements of Internal Revenue Code Section 501(c)(3) and the Regulations thereunder, as now in force or hereafter amended. The power to adopt, alter, amend or repeal Bylaws shall be vested in a majority vote of the Members present at a duly noticed meeting.

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**ARTICLE IX**

**Amendment**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Member is subject to this reservation.

**ARTICLE X**

**Restrictions and Interpretation**

**Section 1.** 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 III hereof.

**Section 2.** No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent the Corporation has elected to come under the provisions of the Code allowing certain lobbying expenditures), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

**Section 3.** Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Code Section 501(c)(3), as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

**Section 4.** It is intended by the provisions of these Articles of Incorporation that the Corporation shall possess the status of an organization exempt from federal income taxation under the provisions of Code Section 501(c)(3) as now in force or hereafter amended. Accordingly, no part of the affairs of the Corporation shall be administered, directly or indirectly, in any manner whatsoever which might jeopardize the tax exempt status of the Corporation.

**ARTICLE XI**

**Dissolution**

[Dissolution of the Corporation shall require a vote of two-thirds (2/3) of the Members at a duly noticed meeting.]

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR  
THE SERVICE OF PROCESS WITHIN FLORIDA AND  
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

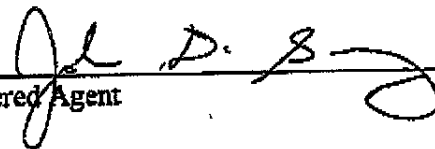
In compliance with Sections 617.023, 48.091 and 607.0505, Florida Statutes, the following is submitted:

DolphinMind Research, Inc. (~~DolphinMind~~ or the "Company") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida with its principal place of business at Epcot Trailer W-251, Lake Buena Vista, Florida 32830, has named and designated John D. Gory, with his registered office located at Epcot Trailer W-251, Lake Buena Vista, Florida 32830, as its Registered Agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT**

Having been named as Registered Agent for DolphinMind <sup>Research, Inc.</sup> (the "Company") at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as Registered Agent.

Dated this 19<sup>th</sup> day of February, 2001.

  
Registered Agent

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