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BASIC AMENDMENT  
DOLPHINMIND RESEARCH, INC.

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*Restated Art.*  
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**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**DOLPHINMIND RESEARCH, INC.**

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Pursuant to Sections 617.1006 and 617.1007, Florida Statutes, the Articles of Incorporation of **DOLPHINMIND RESEARCH, INC.** are hereby amended and restated as follows:

Articles I, II, III and X are hereby restated; Article VII Incorporator is hereby deleted, and Articles IV, V, VI, VIII, IX and XI are hereby amended by deleting the provisions of said Articles IV, V, VI, VIII, IX and XI and by substituting in lieu thereof the following Articles IV, V, VI, VIII, IX and XI with Articles VIII, IX, X and XI renumbered VII, VIII, IX and X, as follows:

**ARTICLE I**

**Name and Principal Office**

The name of this Corporation shall be **DOLPHINMIND RESEARCH, INC.** and its principal office shall be located at Epcot Trailer W-251, Lake Buena Vista, Florida 32830, 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;

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 such voting as are set forth in the Bylaws, including the right to amend the articles of incorporation of the Corporation. The qualification for additional Members and the manner of their admission and expulsion shall be as regulated by the Bylaws. 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.

**ARTICLE VI**

**Board of Directors**

The number of directors 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 directors on and after May 24, 2001, who shall serve until the first election of directors or until their resignation, removal from office or death, are:

John D. Gory  
15421 Bay Vista Drive  
Clermont, FL 34711-6119

Stan Johnson  
4081-C L.B. McLeod Road  
Orlando, FL 32811

Charles B. Huffine III  
205 Marsh Drive  
Deland, FL 32724

The method of election of directors shall be as stated in the Bylaws.

**ARTICLE VII**

**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 the Member.

**ARTICLE VIII**

**Amendment**

The right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, is reserved to the Member.

determine, which are organized and operated exclusively for one or more of the purposes of the Corporation.

These Amended and Restated Articles of Incorporation were adopted by Written Consent of the sole Member on July 31, 2001, which is sufficient for approval.

**IN WITNESS WHEREOF**, the undersigned has executed these Amended and Restated Articles of Incorporation as of the 31 day of July, 2001.

  
\_\_\_\_\_  
John D. Goff, President