

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

No 1000006886

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Gulf of Mexico States Partnership Inc

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-09/20/01--01057--009
*****78.75 *****78.75

RECEIVED

01 SEP 20 AM 11:31

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

- Art of Inc. File _____
- LTD Partnership File _____
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- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
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- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

Signature _____

Requested by: *SK*

Name _____

Date *9/20/01*

Time *10:18*

Walk-In _____

Will Pick Up _____

Wol-21916
9/19/01



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

September 21, 2001

CAPITAL CONNECTION, INC.

SUBJECT: GULF OF MEXICO STATES PARTNERSHIP, INC.
Ref. Number: W01000021916

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for GULF OF MEXICO STATES PARTNERSHIP, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6878.

Alan Crum
Document Specialist
New Filing Section

Letter Number: 501A00052784

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

ARTICLES OF INCORPORATION
OF
GULF OF MEXICO STATES PARTNERSHIP, 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 Gulf of Mexico States Partnership, Inc.,

ARTICLE II
ADDRESS

The address of the principal office of the corporation sha'l be located at c/o Hendry, Stoner, Sawicki & Brown, P.A., 200 East Robinson Street, Suite 500, Orlando, Florida 32801-1956.

ARTICLE III
PURPOSES

The purposes for which this corporation is organized are: (1) to act as the private sector counterpart to the Gulf of Mexico States Accord (hereinafter GOMSA) and to work in close coordination with the GOMSA members on issues of mutual interest; (2) create new business connections amongst the member states of the GOMSA; (3) to develop policies and issues for advocacy in relation to the GOMSA; (4) to provide private sector counterparts to the GOMSA working group; (5) to develop research and programs relating to the area of the Gulf of Mexico with the objective of increasing commerce and tourism to the North American Free Trade Agreement; and (6) subject to the restrictions set forth in these Articles of Incorporation, to engage in such other activities as may be reasonably necessary to carry out the foregoing purposes as permitted by law.

None of the net earnings of the corporation shall be distributed or distributable to or inure to the benefit of any of the directors or officers of the corporation or any other private person except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation.

Notwithstanding any other provision hereof the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section

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501(c)(6) of the Internal Revenue Code, (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or (c) by a nonprofit corporation organized under the Florida Not for Profit Corporations Act (FNFPCA).

ARTICLE IV BOARD OF DIRECTORS

This corporation shall be a non-stock corporation. The management and authority over all of the affairs of the corporation shall be in a Board of Directors who shall have and may exercise all of the powers of the corporation as permitted by federal law, state law, these Articles of Incorporation and the Bylaws of the corporation as from time to time in effect. Initially there shall be seven (7) members of the Board of Directors authorized. The Board of Directors shall be elected in the manner set forth in the bylaws. The Board of Directors shall have the authority to increase or decrease the number of members of the Board of Directors. The name and address of the initial directors shall be:

Gary L. Springer
1930 Dolphin Boulevard South
St. Petersburg, Florida 33707

Robert Herzstein
655 15th Street, N.W.
Washington, DC 20005

Robert R. Hendry
200 E. Robinson St., Ste 500
Orlando, Florida 32801-1956

ARTICLE V INCORPORATOR

The name and address of the incorporator of the corporation is:

Robert R. Hendry
Hendry, Stoner, Sawicki & Brown, P.A.
200 East Robinson Street, Suite 500
Orlando, Florida 32801-1956

ARTICLE VI MEMBERS

The membership of the corporation shall consist of all persons hereinafter named as directors and all other persons as from time to time hereafter, may be elected to membership by the Board of Directors. Qualification for membership shall be as set forth in the Bylaws. The number of members authorized, the classes of membership if any, the voting, property, privileges and other rights of members, the liability of members for dues and assessments and the method of collection of the same shall be set forth in the Bylaws.

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and registered office is: Florida Corporate Support, Inc., c/o Hendry, Stoner, Sawicki & Brown, P.A., 200 E. Robinson Street, Suite 500, Orlando, Florida 32801-1956.

ARTICLE VIII
DISSOLUTION

In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are qualified pursuant to Sections 501(c)(6) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the federal, state or local government for exclusive public purposes. The property, assets and profits of the corporation are irrevocably dedicated to the purposes authorized under Section 501(c)(6) of the Internal Revenue Code.

ARTICLE IX
AMENDMENT

The Board of Directors of the corporation shall have the right to amend or repeal any provision contained in these Articles of Incorporation and any right conferred upon members is subject to this reservation. Any amendments to these Articles of Incorporation shall be made in accordance with the provisions of the laws of the State of Florida.

ARTICLE X
BYLAWS

The initial bylaws shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by the Board of Directors.

ARTICLE XI
INDEMNIFICATION

The corporation shall indemnify each officer and director, including former officers and directors, to the fullest extent permitted by law.

ARTICLE XII
INTERNAL REVENUE CODE

All references herein to the Internal Revenue Code refer to the Internal Revenue Code of 1986 as presently enforced or later amended, or the corresponding provision of any future United States Internal Revenue law. Any reference to the laws of the State of Florida shall be deemed to refer to the laws of the State of Florida now in force or as hereafter amended.

The undersigned has executed these Articles of Incorporation this 19th day of September, 2001.



ROBERT R. HENDRY
Incorporator

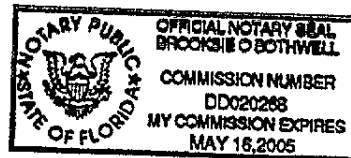
STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 19th day of September, 2001, by Robert R. Hendry, He is personally known to me and did take an oath. &

NOTARY PUBLIC

SIGN: Brooksie O. Bothwell
PRINT: Brooksie O. Bothwell
State of Florida at Large
My Commission Expires:
Commission No./Serial No: _____

(SEAL)



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Gulf of Mexico States Partnership, Inc., which is contained in the foregoing Articles of Incorporation. I am familiar with and accept the obligations of Section 617.507, *Florida Statutes*.

Dated this 14th day of September, 2001.

FLORIDA CORPORATE SUPPORT, INC.

By: 

Robert R. Hendry, President

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TALLAHASSEE, FLORIDA