

N95000001086

MARINE MAMMAL CONSERVANCY
P O BOX 1625
KEY LARGO, FL. 33037



February 1, 1995

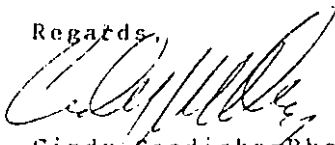
Department of State
Division of Corporations
P O Box 6327
Tallahassee, FL. 32314

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To Whom It May Concern,

Enclosed is a Certified Check in the amount of \$122.50. The check covers the \$35.00 registration fee for the Articles of Incorporation, the \$35.00 registration fee for the Registered Agent, and the \$52.50 fee for the certified copy of the Articles of Incorporation. Also enclosed are the Articles of Incorporation for the Marine Mammal Conservancy, a Not for Profit Corporation. Please return a certified copy of the Articles of Incorporation at your earliest convenience to the above address. If you require any further information, please don't hesitate to call Cindy Gaedicke-Rhoades at (305) 367-2414 or (305) 451-0778.

Regards,


Cindy Gaedicke-Rhoades

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 9, 1995

CINDY GAEDICKE-RHOADES
P.O. BOX 1625
KEY LARGO, FL 33037

SUBJECT: MARINE MAMMAL CONSERVANCY, INC.
Ref. Number: W95000003035

We have received your document for MARINE MAMMAL CONSERVANCY, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return 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 (904) 487-6931.

Steven Godfrey
Corporate Specialist

Letter Number: 695A00005804

ARTICLES OF INCORPORATION
OF
MARINE MAMMAL CONSERVANCY, INC.

THE UNDERSIGNED, for the purposes of forming a nonprofit corporation under the Florida Not For Profit Corporation Act (Chapter 617, Florida Statutes), does hereby make and adopt the following Articles of Incorporation.

ARTICLE I
NAME

The name of the Corporation is Marine Mammal Conservancy, Inc.

ARTICLE II
ADDRESS

The address of the principal office of the Corporation is 917 Plantation Rd., Key Largo, Fl. 33037; and the mailing address of the Corporation is P O Box 1625, Key Largo, Fl. 33037, and the name of the initial Registered Agent is James S. Lupino, RA, and the address of the Registered Agent is 100360 Overseas Hwy., Key Largo, Fl. 33037.

ARTICLE III
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 100360 Overseas Hwy., Key Largo, Fl. 33037, and the name of its initial Registered Agent at that address is James S. Lupino, RA.

ARTICLE IV
NO MEMBERS

The Corporation shall not have Members and shall not issue membership certificates. The Corporation shall not issue shares of stock.

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ARTICLE V
NOT FOR PROFIT

The Corporation is a not-for-profit corporation under Chapter 617, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Directors or Officers, except to the extent permissible under these Articles, under law, and under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (hereinafter "IRS CODE"). If the Corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the Corporation and no part of the income or assets of the Corporation and no part of the income or assets of the Corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law, and under Section 501(c)(3) of the IRS CODE.

ARTICLE VI
DURATION

The duration or term of this Corporation is perpetual.

ARTICLE VII
PURPOSES

The Corporation is organized and shall be operated exclusively for charitable, scientific, and educational purposes, including but not limited to research, the rescue, rehabilitation, release and/or retirement of marine mammals, and to operate a facility which will serve as a "halfway house" to bring marine mammals from unsuitable, artificial, or overcrowded captivity situations and/or stranding situations, and then to reintroduce such marine mammals back into their natural environments.

The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the Corporation from extending its activities to any related or otherwise permissible lawful purpose which may become necessary, or desirable for the furtherance of the Corporate Purposes determined by the Board of Directors.

ARTICLE VIII POWERS

Solely for the foregoing Purposes, the Corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including but not limited to those set forth in Chapter 617, Florida Statutes; to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value; and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal, and proceeds of such property.

B. To engage in and transact any other lawful activity, solely in furtherance of the foregoing Purposes, for which nonprofit corporations may be incorporated under the Florida Not For Profit Corporation Act, and any successor or amendment to said Act.

C. To do such things as are incidental to the powers of the Corporation or necessary or desirable in order to accomplish the Purposes of the Corporation.

D. To engage in the acquisition, development, operation, management, and disposition of facilities, services, products, and processes, either singly, in partnership with any other lawful entity, or contractually with any other lawful entity to advance the Purposes of the Corporation.

ARTICLE IX LIMITATION

No part of the net earnings of the Corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the Corporation ever has any members), Directors, or Officers, but 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 VII of these Articles.

**ARTICLE X
TAX EXEMPT STATUS**

It is intended that the Corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation under Section 501(c)(3) of the IRS CODE as an organization described in Section 501(c)(3) of the IRS CODE and which is other than a private foundation as defined in Section 509 of the IRS CODE. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501(c)(3) of the IRS CODE.

**ARTICLE XI
DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable, scientific, or educational purposes in such manner and to such qualified organization or organizations as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation or to such qualified organization or organizations as said court shall determine. For purposes of this Article, an organization is a "qualified organization" only if, at the time of receiving such assets, it is operated exclusively for the purposes described in Section 170(c)(1) or Section 170(c)(2)(B) of the IRS CODE and is described in Section 509(a)(1), (2) or (3) of the IRS CODE.

**ARTICLE XII
BOARD OF DIRECTORS**

There shall be a Board of Directors consisting of at least three (3) individuals. The initial Directors are selected by the Incorporator. Thereafter, each Director shall be elected, and may be removed at such time and in such manner as may be prescribed by the By-Laws or by Law.

ARTICLE XIII
OFFICERS

The Officers of the Corporation may consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other Officers and assistant Officers as may be provided for in the By-Laws or by resolution of the Board of Directors. Each Officer shall be elected, and may be removed, at such time and in such manner as may be prescribed by the By-Laws or by Law.

ARTICLE XIV
INCORPORATOR

The name and street address of the Incorporator of this Corporation is Cindy Gaidicke-Rhoades, 512 Soudad Drive, Key Largo, Florida 33037.

ARTICLE XV
BY-LAWS

The By-Laws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

ARTICLE XVI
AMENDMENT TO ARTICLES OF INCORPORATION

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any Amendment to them.

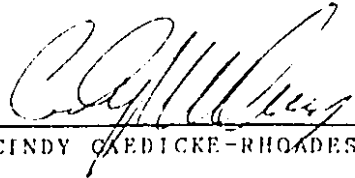
ARTICLE XVII
INDEMNITY AND CIVIL LIABILITY IMMUNITY

The Corporation shall indemnify each Director and Officer, including former Directors and Officers, to the fullest extent allowed by law, including but not limited to the provisions of Chapter 617, Florida Statutes. It is intended that the Corporation be an organization the Directors and Officers of which are immune from civil liability to the extent provided under chapter 617, Florida statutes, and other laws.

ARTICLE XVIII
COMMENCEMENT OF CORPORATE EXISTENCE

The date of Corporate existence shall commence on the date these Articles of Incorporation are filed with the Secretary of State of Florida, or February 5, 1995, whichever is sooner.

IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on the date indicated.


CINDY GAEDICKE-RHODES, Incorporator

Date: 2/1/95

STATE OF FLORIDA
COUNTY OF MONROE

The foregoing instrument was acknowledged before me this
_____ day of January, 1995 by Cindy Gaedicke-Rhoades.

NOTARY PUBLIC, STATE OF FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First--that MARINE MAMMAL CONSERVANCY, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 917 Manhattan, Key Largo, Florida 33037, has named James S. Lupin located at 100360 Overseas Highway, City of Key Largo, State Florida, as its agent to accept service of process within Florida.

SIGNATURE [Signature]
(CORPORATE OFFICER)

TITLE Secretary

DATE 2-24-95

Having been named to accept service of process for this above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

SIGNATURE [Signature]
(REGISTERED AGENT)

DATE 2/23/95

COPIED - 5
2/11/95