

7296 0000000757

Law Office of Brian D. Hess  
9108 Front Beach Road  
Post Office Box 9454  
Panama City Beach, Florida 32417

Brian D. Hess  
Steven L. Applebaum

Phone (904) 235-3004  
FAX (904) 235-1124

February 5, 1996

700001710197  
-02/08/96--01042--007  
\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Re: **Human Dolphin Institute, Inc.**

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for **Human Dolphin Institute, Inc.** as well as a check in the sum of \$122.50 for your fee. Please forward a certified copy of the Articles to me at the above post office box, after the corporation is filed. If anything further is needed to file the corporation, please contact me.

Sincerely,



Patricia D. Middlebrooks  
Legal Assistant to Brian D. Hess

/pdm/Enclosures

AL FEB 13 1996

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 FEB - 8 PH 12: 54

**Articles of Incorporation  
of  
Human Dolphin Institute, Inc.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

96 FEB -8 PM 12: 54

1. **Corporation Name and Initial Corporate Address:** The name of this corporation is **Human Dolphin Institute, Inc.**, and the initial corporation address is 8317 Front Beach Road, Suite 13B-2, Panama City Beach, Florida 32407.

2. **Corporate Nature:** This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Corporation Not for Profit Law set forth in Chapter of the Florida Statutes.

3. **Duration:** The term of existence of the corporation is perpetual.

4. **General and Specified Purposes:**

(a) To study and assess the dolphin population in and around Panama City Beach, Florida, and evaluate the impact on the dolphin population of their interaction with humans for the purpose of establishing a viable preservation program.

(b) To establish information and training programs to educate the local population as well as visitors to Panama City Beach of the extraordinary complexity of dolphin behavior to better understand their interaction with humans in open water.

(c) To help establish sensible management criteria and guidelines for "encounter-trips" which will enable interspecies interaction to continue without adversely affecting the dolphin population and perhaps make such interaction beneficial to the dolphin population as well as humans.

5. **Management of Corporate Affairs:**

(a) **Board of Directors:** The power of this corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors, consisting of not less than four (4) persons. The number of directors of the corporation shall be four (4), provided however, that such number may be changed by a By-Law duly adopted by the members.

The directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of directors shall be held pursuant to the By-Laws.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of directors and until the qualification of the successors in office. The annual meeting shall be held during the

month of January of each year at such place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificates or other documents filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the directors to so act. Such statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

Michael A. Atlas  
1830 Lake Avenue  
Panama City, Florida 32405

Yuichi Osawa  
708 Bunkers Cove Road  
Panama City, Florida 32401

Russell McFee  
3004 S.E. Salerno Road  
Stewart, Florida 34997

Capt. Bob Barnhart  
154 Rusty Gans Drive  
Panama City Beach, Florida 32408

(b) **Corporate Officers:** The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the By-Laws of this corporation may authorize the directors to elect from time to time. Initially, such election is held, the following persons shall serve as corporate officers:

President:	Michael A. Atlas
Vice President:	Yuichi Osawa

Secretary: Russell McFee  
Treasurer: Donald Tipton

6. *Earnings and Activities of Corporation:*

(a) 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.

(b) 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 any candidate for public office.

(c) Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(d) Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

7. *Distribution of Assets:* Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then

located exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

8. **Membership.** The qualifications of members and the manner of their admission shall be regulated by the By-Laws of this corporation.

9. **Subscribers:** The name and residence address of the subscriber of this corporation is as follows:

Michel A. Atlas  
Bay Point Marina Village Club, Villa 1002  
Panama City Beach, Florida 32411

10. **Amendment of By-Laws:** Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefore in the By-Laws.

11. **Dedication of Assets:** The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

12. **Registered Agent and Office:** The address of the corporation's registered office shall be 9108 Front Beach Road, Panama City Beach, Florida 32407 and the name of the registered agent at said address shall be Brian D. Hess.

13. **Amendment of Articles:** Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

I, the undersigned, being the Subscriber and Incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 5 day of February, 1996.

  
Michel A. Atlas

State of Florida  
County of Bay

The foregoing instrument was acknowledged before me this 5 day of February, 1992, by Michel A. Atlas who is  personally known to me or  who produced \_\_\_\_\_ as identification, and who did take an oath.



PATRICIA A. MIDDLEBROOKS  
MY COMMISSION # CC312006 EXPIRES  
AUGUST 30, 1997  
BONDED THRU TROY FAIR INSURANCE, INC.

*Patricia A. Middlebrooks*

Patricia A. Middlebrooks, Notary Public  
My Commission Expires: 8/30/97  
Commission No. CC312006

### Consent of Registered Agent

Having been named as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

*Brian D. Hess*

Brian D. Hess

FILED STATE  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
96 FEB - 8 PM 12: 54