

# N99000005456



ACCOUNT NO. : 072100000032  
REFERENCE : 360618 4303929  
AUTHORIZATION :  
COST LIMIT : \$ 78.75

*Patricia Pajit*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 AUG 31 AM 8:31

ORDER DATE : August 31, 1999  
ORDER TIME : 3:58 PM  
ORDER NO. : 360618-005  
CUSTOMER NO: 4303929

100002975341--4

CUSTOMER: Ms. Jackie Portal  
GREENBERG TRAUIG  
GREENBERG TRAUIG  
1221 Brickell Avenue  
21st Floor  
Miami, FL 33131

DOMESTIC FILING

NAME: MARINELAND EDUCATION AND  
RESEARCH CONSERVANCY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

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99 AUG 31 PM 4:36  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

*J 9/15/99*

*W99-20276  
2555*



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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

FLORIDA DEPARTMENT OF STATE <sup>99 AUG 31 AM 8:34</sup>  
Katherine Harris  
Secretary of State

September 13, 1999

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: MARINELAND EDUCATION AND RESEARCH CONSERVANCY,  
INC.  
Ref. Number: W99000020276

We have received your document for MARINELAND EDUCATION AND RESEARCH CONSERVANCY, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The registered agent and street address must be consistent wherever it appears in your document.

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) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 799A00045128

**RESUBMIT**  
Please give original  
submission date as file date.

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

99 SEP 14 AM 10:40

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 AUG 31 AM 8: 34

FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

September 1, 1999

CSC NETWORKS  
1201 HAYS ST  
TALLAHASSEE, FL 32301

SUBJECT: MARINELAND EDUCATION AND RESEARCH CONSERVANCY,  
INC.  
Ref. Number: W99000020276

We have received your document for MARINELAND EDUCATION AND RESEARCH CONSERVANCY, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The registered agent designated in your document is not an active entity according to our records. Please reinstate this entity (call (850) 487-6059 for information) or designate another entity that is active according to our records.

The document must have original signatures.

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) 487-6915.

Pamela Hall  
Document Specialist

Letter Number: 399A000433

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

99 SEP 13 PM 1:23

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**RESUBMIT**  
Please give original  
submission date as file date.

**ARTICLES OF INCORPORATION**  
of  
**MARINELAND EDUCATION AND RESEARCH CONSERVANCY, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 AUG 31 AM 8:34

(A Florida Not-For-Profit Corporation)

**Article I.**  
**NAME**

The name of this corporation shall be Marineland Education and Research Conservancy, Inc. (hereinafter called the "Corporation").

**Article II.**  
**PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

The address of the principal office and/or the mailing address of the Corporation is 1000 Abernathy Road, N.E., Suite 1800, Atlanta, Georgia 30328.

**Article III.**  
**PURPOSE**

This Corporation is a not-for-profit corporation, organized for the purpose of establishing and maintaining (i) a state-of-the-art education, science and research-oriented dolphin facility with a focus on dolphin-assisted therapy for special needs children and adults, (ii) a rescue and rehabilitation facility for stranded marine mammals, and (iii) a manatee hospital, and for the purpose of engaging in any lawful act or activity not for pecuniary profit for which not-for-profit corporations may be organized, so far as is or may be permitted by the laws of the State of Florida and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

**Article IV.**  
**MEMBERSHIP**

Any person, corporation, partnership, association or organization, who is interested in the purposes of the Corporation, who is capable of contributing to the achievement of those purposes and the effective operation of the Corporation, and who complies with the requirements established from time to time by the Bylaws, shall be eligible for membership.

**Article V.**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301-2607; and the name of the Corporation's initial registered agent at that address is Corporation Service Company.

**Article VI.**  
**BOARD OF DIRECTORS**

The affairs of this Corporation shall be managed by a Board of Directors consisting of no less than three (3) directors. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than three. The manner of election of directors shall be regulated by the Bylaws. The initial directors, who shall serve until the election of their successors shall be appointed by the Incorporator.

**Article VII.**  
**INCORPORATOR**

The name and address of the person signing these Articles of Incorporation are:

Harry J. Friedman  
1221 Brickell Avenue  
Miami, Florida 33131

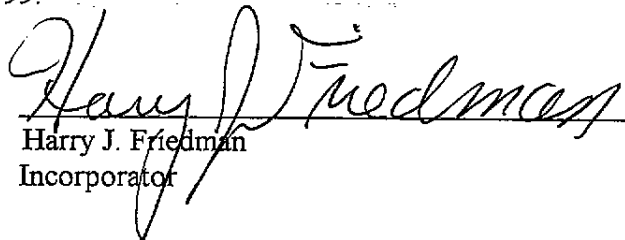
**Article VIII.**  
**DISSOLUTION**

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

**Article IX.**  
**LIMITATIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Internal Revenue Code of 1986, as amended), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, 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 501(c)(3) of the Internal Revenue Code of 1986 (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 Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

**IN WITNESS WHEREOF**, the undersigned Incorporator has executed these Articles of Incorporation on this 31st day of August, 1999.

  
\_\_\_\_\_  
Harry J. Friedman  
Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
AUG 31 AM 8:34

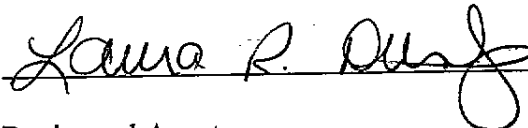
**WITNESSETH:**

That, **MARINELAND EDUCATION AND RESEARCH CONSERVANCY, INC.**, desiring to organize under the laws of the State of Florida, has named Corporation Service Company, located at 1201 Hays Street, Tallahassee, Florida 32301-2607, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the 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, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 13 day of sept., 1999.



Registered Agent

Laura R. Duniap  
as its agent