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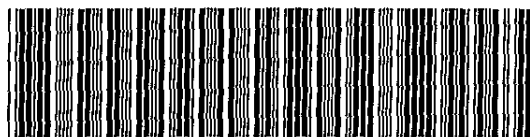
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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# HOLLAND & KNIGHT LLP

200 South Orange Avenue, Suite 2600  
P.O. Box 1526 (ZIP 32802-1526)  
Orlando, Florida 32801

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December 23, 2003

W. CLAY HENDERSON  
407-244-1103

Internet Address:  
chenderson@hklaw.com

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

Re: Hubbs-SeaWorld Research Institute  
Our File #: 092948.00001

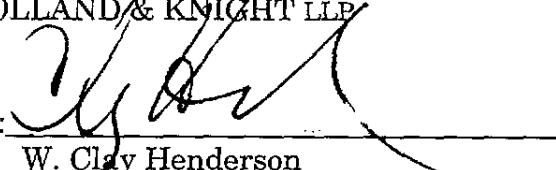
Dear Sir/Madam:

Enclosed are the Articles of Incorporation of Hubbs Florida Ocean Fund, Inc. Please file the document and provide me with a certified copy of same. Also enclosed is a check in the sum of \$78.75, representing payment of the filing fees, registered agent designation and certified copy.

Thank you for your expeditious handling of this matter.

Very truly yours,

HOLLAND & KNIGHT LLP

By:   
W. Clay Henderson

/dg  
Enclosures

# 1479303\_v1

**ARTICLES OF INCORPORATION  
OF  
HUBBS FLORIDA OCEAN FUND, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of becoming incorporated under Chapter 617 of the laws of the State of Florida, applicable to corporations not for profit, do hereby submit the following Articles of Incorporation:

**ARTICLE I  
CORPORATE NAME**

The name of the corporation shall be the Hubbs Florida Ocean Fund, Inc. (the "corporation") and the principal office location and mailing address shall be 6295 Sea Harbor Drive Orlando, Florida 32821-8043.

**ARTICLE II  
CORPORATE PURPOSE**

This Corporation is organized exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue law. This Corporation is organized specifically to promote scientific research and educational activities associated with the marine environment as follows:

1. To conduct biological, environmental and other general scientific studies and to engage in the development of technologies which will enhance public awareness and mankind's dedication to a public service responsibility in both the public and private sector;
2. To promote public education, awareness, understanding and research of the complexities of the marine ecosystem through field and laboratory studies and responsible use of the resources of zoological parks and aquaria;
3. To collect, analyze, archive, and publish scientific data regarding Florida's ocean, estuary, and coastal habitats and species that inhabit, utilize, or migrate in state waters or along the state's coastal areas;
4. To provide response, care, assistance, and research as part of Hubbs-SeaWorld Research Institute's statewide role in responding to and archiving data on stranded marine species; to construct and maintain a marine and coastal research center in association with the Archie Carr National Wildlife Refuge on lands donated to the Hubbs-SeaWorld Research Institute by the Richard King Mellon Foundation;
5. To train teachers and students to enhance scientific literacy, scientific research competency, and technology development; to conduct ocean-space aquatic research and scientific research focused on ocean observations from space;

6. To conduct research on economic benefits of the state's ocean, estuary, and coastal resources and public use of those resources; to create research and education programs that contribute to the development of the state's knowledge infrastructure and diversify the economy; and to implement programs that seek objective, common-sense, scientific solutions to the complex marine and coastal ecological problems facing the state.
7. To engage in any lawful corporate purposes not for pecuniary profit.

The corporation is constituted so as to attract support from contributions, directly or indirectly, from a representative number of persons in the area in which it operates and has not been formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the Corporation is distributable to, or inures to the benefit of, its directors or officers; provided however, reasonable compensation as set by the Board of Directors may be paid for services rendered to or for the Corporation.

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 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 other activities not permitted to be carried on 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 by a corporation contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

### **ARTICLE III CORPORATE POWERS**

For such purposes, and operating without profit, and in the manner herein stated, the corporation shall have the power to: —

- A. Engage in any and all activities which may be deemed necessary or appropriate for the proper and successful attainment of the objects and purposes for which this corporation was created, including, but not limited to
  - a. owning and conveying property or any interest therein whether real or personal;
  - b. owning and managing real property;
  - c. making grants to other charitable institutions and public agencies.
- B. Solicit, accept, hold and administer contributions received by deed, gift, will, ordinance, statute or otherwise, either in trust or otherwise; to own, hold, operate and administer or dispose —

## **ARTICLE IV BOARD OF DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed by, its Board of Directors. The Board of Directors shall consist of such number of persons as shall be fixed pursuant to the Bylaws from time to time, but shall not be less than five. The Directors shall be appointed by the Board of Directors of Hubbs-SeaWorld Research Institute, Inc., a California nonprofit public benefit corporation; provided however, that a majority of the board of Directors shall be residents of the State of Florida. In all other respects, the qualifications to serve as a director, the rights and powers of the directors, and the method of appointment or election or removal of directors and their terms of office shall be as specified in the Bylaws.

The Corporation has five directors initially, who shall serve until the organizational meeting of the Board of Directors or until their successors are elected and qualify. The names and addresses of the initial directors are:

- Don Kent 2595 Ingraham Street San Diego, CA 92109
- Jan Kettle 2595 Ingraham Street San Diego, CA 92109
- Duane De Freese 6295 Sea Harbor Drive Orlando, FL 32821
- Jay Galbraith 6295 Sea Harbor Drive Orlando, FL 32821
- Jim Atchison 7007 SeaWorld Drive Orlando, FL 32821
- Bill Bieberbach 3850 Banana River Blvd. Cocoa Beach, FL 32931

## **ARTICLE V DURATION**

The term for which this Corporation shall exist shall be perpetual. In the event of the dissolution of this Corporation, any assets of said corporation then remaining shall be distributed to Hubbs-SeaWorld Research Institute, a California nonprofit public benefit corporation; provided, however, if Hubbs-SeaWorld Research Institute is not then in existence or qualified under Section 501 (c) (3) of the Internal Revenue Code of 1986 as amended, such assets shall be distributed to such organizations as shall qualify under Section 501 (c) (3) of the Internal Revenue Code of 1986 as amended; provided further however, that all liquidated assets of the corporation shall be used to support Florida programs consistent with the corporate purpose set forth in Article II herein.

## **ARTICLE VI MEMBERS**

The sole member of the corporation shall be Hubbs-SeaWorld Research Institute, a California nonprofit public benefit corporation, whose address is 2595 Ingraham Street San Diego, California 92109.

## **ARTICLE VII INDEMNIFICATION**

(a) The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Corporation or its subsidiaries. To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The Corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Corporation or its subsidiaries. The Corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

## **ARTICLE VIII AMENDMENTS AND BY LAWS**

These Articles of Incorporation may be amended by the directors of the Corporation at a regular meeting or a special meeting of the directors called for that purpose by a two-thirds vote of those present. The By-Laws of this Corporation shall be made, altered and rescinded by a majority vote of the Directors present and voting at any regular meeting of the Directors or at a special meeting called for that purpose. Both amendments to the Articles and By-Laws shall be approved by the member prior to becoming effective.

**ARTICLE IX  
REGISTERED OFFICE**

The street address of the initial registered office of this Corporation is 200 South Orange Avenue Suite 2600 Orlando, Florida 32801 and the name of the initial registered agent is Clay Henderson.

**ARTICLE X  
INCORPORATOR**

The names and addresses of the incorporator is Clay Henderson, 200 South Orange Avenue, Suite 2600, Orlando, Florida 32801.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set their hand and seal this 27<sup>th</sup> day of December, 2003.

Signed, Sealed and Delivered

In the Presence of:

Darita Goode  
Rosa Garcia

Clay Henderson  
Clay Henderson  
(Type or Print Name)

**STATE OF FLORIDA  
COUNTY OF ORANGE**

The foregoing Instrument was acknowledged before me this 27<sup>th</sup> day of December, 2003 by Clay Henderson who is personally known to me [ ] or who has produced \_\_\_\_\_ as identification.

Rosa Garcia  
Notary Public/State of Florida at Large

My Commission Expires:



Rosa Garcia  
MY COMMISSION # DD097239 EXPIRES  
April 15, 2006  
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENCY UPON  
WHOM PROCESS MAY BE SERVED.**

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Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That Hubbs Florida Ocean Fund, Inc. desiring to organize under the laws of the State of Florida, with its principal office at the City of Orlando, County of Orange, State of Florida as set forth in the Articles of Incorporation, has named Clay Henderson, located at 200 South Orange Avenue Suite 2600 Orlando, Florida 32801 as its Registered Agent to accept service of process on the corporation's behalf within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping said office.

By: 

Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA