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Richard Benton (Connie)
Requestor's Name

1415 E. Piedmont Drive
Address

Talla, FL 297-0990
City/State/Zip Phone #

FILED
00 AUG 31 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Gulf Specimen Training Laboratories, Inc.
(Corporation Name) (Document #)
2. Amended
(Corporation Name) (Document #)
3. &
(Corporation Name) (Document #)
4. Restated Articles
(Corporation Name) (Document #)

RECEIVED
00 AUG 31 PM 1:50
DIVISION OF CORPORATION

- ☒ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

| NEW FILINGS | |
|--------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|-------------------------------------|--|
| <input checked="" type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

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| OTHER FILINGS | |
|-------------------------------------|------------------|
| <input checked="" type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|-----------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

Call when Ready
297-0990

Examiner's Initials DR
9/1/00

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

GULF SPECIMEN MARINE LABORATORIES, INC.

FILED
00 AUG 31 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned officer does hereby file these Amended and Restated Articles of Incorporation on behalf of the Corporation and pursuant to the action of the Board of Trustees for the purpose of amending and restating the Articles of Incorporation of GULF SPECIMEN MARINE LABORATORIES, INC. (the "Corporation"), formerly known as PANACEA INSTITUTE OF MARINE SCIENCE, INC., under the laws of the State of Florida.

ARTICLE I – NAME AND ADDRESS OF CORPORATION

The name of the Corporation shall be:

GULF SPECIMEN MARINE LABORATORIES, INC.

The post office address of the Corporation is:

Post Office Box 237
Panacea, Florida 32346

The street address of the Corporation is:

222 Clark Drive
Panacea, Florida 32346

ARTICLE II – PURPOSE

The purpose for which this Corporation is organized are to further the knowledge of marine biology through study, research, publication, teaching and public display; to

promote protection of marine life and the environment; and to collect, classify and disseminate marine biological specimens.

ARTICLE III – MEMBERSHIP

Membership in this corporation shall be open to all persons. Admission to membership in this Corporation shall be by application. The terms of admission of members shall be in accordance with the terms of the Bylaws of the Corporation. Members shall have no voting rights in the affairs of the Corporation.

ARTICLE IV – TERMS OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V – OFFICERS

The Corporation shall have such officers as are specified in the Bylaws of the Corporation. Officers shall be appointed as specified in the Bylaws of the Corporation.

ARTICLE VI – BOARD OF TRUSTEES

All corporate powers shall be vested in and exercised by a Board of Trustees. The Board of Trustees shall consist of a number of members between three (3) and nine (9) as prescribed in the Bylaws of the Corporation. Members of the Board of Trustees shall be chosen as prescribed in the Bylaws.

ARTICLE VII – BYLAWS

The Bylaws of the Corporation may be adopted by the Board of Trustees and may be altered by a majority vote of the total number of members of the Board of Trustees.

ARTICLE VIII – AMENDMENTS

Amendments to the Articles of Incorporation may be proposed and adopted in the manner as amendments to the Bylaws as provided in Article VII above.

ARTICLE IX – ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers 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 the purposes set forth in Article II hereof. 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. Notwithstanding any other provision of the articles, the Corporation shall not carry on any other 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 1954 (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 1954 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE X – POWERS

The Corporation shall have all of the powers described in Florida Statutes relating to corporations not-for-profit, except that such powers shall be utilized solely and exclusively for the purposes as provided for in Article II of the Articles.

ARTICLE XI – DISSOLUTION

Upon the dissolution of the Corporation, the Board of Trustees shall, after paying and making provision for the payment of all of 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, educational, religious or scientific purposes as shall at the time qualify as an exempt organization 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 Trustees shall determine. Any of such assets not so disposed of shall be disposed of by a court of competent jurisdiction, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned officer of the Corporation hereby certifies that the above stated Amended and Restated Articles of Incorporation were adopted by the unanimous written consent of all of the members of the Board of Trustees of the Corporation, effective the 30th day of August, 2000.


ANNE RUDLOE, President

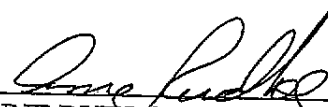
**CERTIFICATE OF OFFICER OF
GULF SPECIMEN MARINE LABORATORIES, INC.**

The undersigned officer of Gulf Specimen Marine Laboratories, Inc., hereby certifies as follows:

1. Attached hereto are the Amended and Restated Articles of Incorporation of the Corporation, which were adopted by the unanimous consent of the Board of Trustees of the Corporation effective on the 30th day of August, 2000.

2. The adoption of the Amended and Restated Articles of Incorporation attached hereto does not require the approval of the members of the Corporation. The votes cast by the members of the Board of Trustees of the Corporation was unanimous and therefore was sufficient for the adoption of the Amended and Restated Articles of Incorporation.

CERTIFIED on this 30th day of August, 2000.



ANNE RUDLOE, President