

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Sea Scout Ship 707, Inc.

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TALLAHASSEE FLORIDA
SECRETARY OF STATE

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TALLAHASSEE FLORIDA
DIVISION OF CORPORATIONS

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Signature _____

Requested by: _____

Name _____

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ARTICLES OF INCORPORATION

OF

SEA SCOUT SHIP 707, INC.

(A CORPORATION NOT FOR PROFIT)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby associate to form a corporation not for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is Sea Scout Ship 707, Inc., with its principal offices located at 1710 Vega Avenue, Merritt Island, Florida 32953. The Board of Directors may from time to time move the principal office of the corporation to any other address in the State of Florida.

ARTICLE II

Nature of Business

The purposes for which the Corporation is formed are exclusively religious, charitable, scientific, literary, or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. In carrying out such purposes, this Corporation shall have all of the powers and authorities granted by statute and law, including the power and authority to accept gifts, devises and other contributions for charitable purposes, to hold and administer the funds and properties received and to expend, contribute and otherwise dispose of funds or properties for charitable purposes either directly or by

contribution to other 501(c)(3) organizations organized and operated exclusively for charitable purposes; provided, however, said powers and authorities shall be exercised only in furtherance of charitable purposes.

ARTICLE III

Powers

The corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable, or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are set forth in furtherance of the exempt purposes of organizations set forth in Section 501 (c) of the Internal Revenue Code of 1986, as amended, and its regulations as the same now exist or as they may be hereafter amended from time to time.

ARTICLE IV

Membership

The membership of this corporation shall be limited to the members of the Board of Directors and shall consist initially of these persons hereinafter named as directors and such other persons as from time to time may become members as set forth in the Bylaws.

ARTICLE V

Term of Existence

The date when corporate existence shall commence shall be the date of the filing of these Articles of Incorporation in the office of the Secretary of the State of Florida and the corporation shall have perpetual existence thereafter.

ARTICLE VI

Incorporators

The name and address of the incorporator of these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Michael A. Chappell	3900 LaJune Avenue Titusville, Florida 32780

ARTICLE VII

Officers

The officers of the corporation shall be a President, Vice-President, Secretary/Treasurer, and such other officers as may be provided by the Bylaws. Officers shall be elected annually by the Board of Directors at its annual meeting. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

<u>Name</u>	<u>Office</u>
Michael A. Chappell	President
Glen Pena	Vice-President
Barry Olton	Secretary/Treasurer

ARTICLE VIII

Directors

The affairs of the corporation shall be managed by a Board of Directors, members of which shall be elected annually. The number of directors shall be fixed as set forth in the Bylaws of the corporation but shall never be less than three (3). The names and addresses of the first Board of Directors, consisting of three (3) persons who shall serve until their successors are duly elected and qualified, shall be as follows:

<u>Name</u>	<u>Address</u>
Michael A. Chappell	3900 LaJune Avenue Titusville, Florida 32780
Glenn Pena	1710 Vega Avenue Merritt Island, Florida 32953
Barry Olton	1125 Faulkingham Road Merritt Island, Florida 32952

ARTICLE IX

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 335 South Plumosa Street, Suite A, Merritt Island, Florida 32952 and the name of the initial registered agent as such address is Glenn T. Sundin.

ARTICLE X

Bylaws

The Board of Directors of this corporation shall provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time. Upon proper

notice the Bylaws may be amended, altered or rescinded by a majority vote of a quorum of the members of the Board of Directors at any regular meeting or any special meeting called for that purpose.

ARTICLE XI

Amendments

Amendments to these Articles of Incorporation shall be proposed by the officers of the corporation and approved by the Board of Directors by a two-thirds vote of a quorum present at a meeting duly called in accordance with the Bylaws of the corporation.

ARTICLE XII

Limitations on Actions

All the assets and earnings of the corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of or be distributable to its members, trustees, officers, or any of the private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make distributions and payments in furtherance of the purposes set forth in Article II hereof. No substantial part of its activity shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or interfere in (including the publishing or distribution of

statements) any political campaign on behalf of or in opposition to any political candidate. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws) or any organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions or any subsequent revenue laws). The corporation shall have no capital stock, pay no dividends, distribute no part of its net income to any members, directors or officers, and the private property of the subscribers, members, directors and officers shall not be liable for the debts of the corporation.

In particular, but without limitation of the generality of the foregoing paragraph, during such time as the corporation may be considered a private foundation as defined in Section 509(a) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws) it shall not:

(a) fail to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws):

(b) engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws);

(c) retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws);

(d) make any investment in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws); or

(e) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws).

ARTICLE XIII

Dissolution

Upon dissolution of the corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to an organization described in Section 501 (c) (3) and 170(c) (2) of the Internal Revenue Code of 1986, or to the corresponding provisions of any prior or future law, as shall be selected by the last Board of Directors. None of the assets will be distributed to any member, officer or director of this Corporation.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles this 26 day of January, 2000.


Michael A. Chappell, Incorporator

ACCEPTANCE BY REGISTERED AGENT

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

Date: January 26, 2000

Glenn T. Sundin
Glenn T. Sundin, Registered Agent

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA