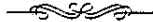


# N00000000839

PETER T. WLASUK, ESQ.  
ATTORNEY-AT-LAW



Post Office Box 8515  
Naples, Florida 34101-8515

*Business Law*

*Copyright & Trademark*

*Franchising*

*Technology & Computer/  
Internet Law*

*Wills, Trusts & Estates*

*Litigation in Florida &  
Federal Courts*

January 28, 2000

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

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-02/03/00--01072--010  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: Starry Skies, Inc.

Dear Sirs:

Enclosed is an original and two (2) copies of the Articles of Incorporation for the above not-for-profit corporation, and a check for \$87.50 for a certified copy & certificate.

Regards,

*Peter T. Wlasuk*

Peter T. Wlasuk, Esq.

FILED  
00 FEB - 3 AM 9:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
STARRY SKIES, INC.  
A FLORIDA NOT-FOR-PROFIT CORPORATION**

**FILED  
00 FEB -3 AM 9: 34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

The undersigned, for the purposes of forming a not-for-profit corporation under Chapter 617 of the Florida Business Corporation Act, does hereby certify as follows:

**ARTICLE I  
Corporate Name**

The name of the Corporation is Starry Skies, Inc.

**ARTICLE II  
Corporate Address**

The address of the principal office and the mailing address of the corporation is: P.O. Box 8515, Naples, Florida 34101-8515.

**ARTICLE III  
Not For Profit**

The Corporation is a not-for-profit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its members, trustees or officers, except to the extent permissible under law.

**ARTICLE IV  
Corporate Purposes**

The purposes for which the Corporation has been organized are as follows:

- A. To publically promote the science of astronomy at all levels within the United States and throughout the world.
- B. To encourage and coordinate activities related to astronomy education within the

United States and internationally.

C. To foster observational and computational work, and craftsmanship in the various fields of astronomy.

D. To provide a medium for correlating amateur astronomy activities with professional research.

E. To receive and administer funds and to operate exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

F. To acquire, own, purchase, lease, dispose of and deal with real and personal property and interests, either absolutely or in trust therein and to apply gifts, grants, bequests, and devises and the proceeds thereto in furtherance of the purposes of the Corporation, including without limitation the creation and building of astronomical libraries, the acquisition of astronomical equipment and the building of astronomical observatories.

G. To do such things and perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by Section 501(c)(3) of the Internal Revenue Code, with all the powers conferred on nonprofit corporations under the laws of the State of Florida.

**ARTICLE V**  
**Limitation**

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Trustees or Officers, but 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 IV hereof.

**ARTICLE VI**  
**Election of Directors**

The initial Board of Directors of the Corporation shall be comprised of four (4) people. The Directors shall be elected annually, in accordance with the Bylaws. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than four (4). The names and addresses of the initial Directors to hold office until the first annual meeting of the Board of Directors, and until their successors shall have been elected and qualify are as follows: Leo Levin, 2229 Royal Lane, Naples, Florida 34112; Peter Wlasuk, 521 Countryside Drive, Naples, Florida 34104; Bernard Wahl, 754 101st Avenue North, Naples, Florida 33963; Gil Bartlett, 550 Wedge Dr., Naples, Florida 34103.

**ARTICLE VII**  
**Membership**

The qualifications of the members of the Corporation shall be set forth in the Bylaws of the Corporation.

**ARTICLE VIII**  
**Non-stock Basis**

This Corporation is organized on a non-stock basis. This Corporation shall not issue shares of stock.

**ARTICLE IX**  
**Commencement of Existence**

The Corporation shall be deemed to commence on the date of execution of these Articles of Incorporation.

**ARTICLE X**  
**Duration**

The duration of the Corporation is perpetual.

**ARTICLE XI**  
**Registered Office and Registered Agent**

The street address of the initial registered office of the Corporation in the State of Florida shall be 521 Countryside Drive, Naples, Florida 34104. The name of the initial registered agent of the Corporation at the registered office shall be Peter T. Wlasuk, Esq.

**ARTICLE XII**  
**Dissolution**

In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code as amended.

**ARTICLE XIII**  
**Incorporator**

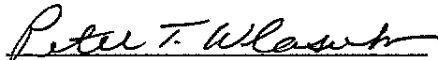
The name and address of the Incorporator of the Corporation is: Peter T. Wlasuk, Esq., 521 Countryside Drive, Naples, Florida 34104.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 28 day of January, 2000.

  
Peter T. Wlasuk, Esq., Incorporator

ACCEPTANCE OF REGISTERED AGENT  
FOR  
STARRY SKIES, INC.

I, Peter T. Wlasuk, Esquire having signed the within as registered agent of Starry Skies, Inc., (the "Corporation") at the registered address of 521 Countryside Drive, Naples, Florida 34104, do hereby agree as registered agent to accept service of process, to keep an office of the Corporation open during the prescribed hours, and to post my name, and that any officer of the Corporation authorized to accept service of process at the above Florida designated address, in some conspicuous place in the office of the Corporation as required by law.

  
PETER T. WLASUK, ESQUIRE  
REGISTERED AGENT

FILED  
00 FEB - 3 AM 9: 34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA )  
  )  
COUNTY OF COLLIER . . .)

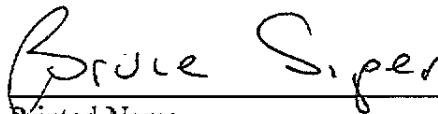
The foregoing instrument was acknowledged before me this 28 day of Jan, 2000, by Peter T. Wlasuk, Esquire who is personally known to me or who has produced Fl. D. L.C. as identification.



Bruce Siper  
MY COMMISSION # CG606398 EXPIRES  
February 11, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.



Notary Public



Printed Name