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St. Petersburg, FL 33701

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Litigation Lawyer  
2 Also Licensed in Colorado  
3 Certified Mediator

April 21, 2000

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

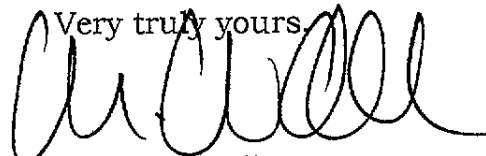
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\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Incorporation of **Seaview Dive and Rescue, Inc.**

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of **Seaview Dive and Rescue, Inc.**, a Florida not-for-profit corporation, for its incorporation in Florida. I also enclose my firm's check in the amount of \$78.75 for the filing fee and certificate of status. Please forward the confirmation of filing letter and certificate of status to my attention.

Thank you for your assistance with this matter and please do not hesitate to call me with any questions.

Very truly yours,  
  
Mark M. Wall

MMW/tn  
Enclosure:

FILED  
00 APR 24 PM 10:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APR 26 2000

**ARTICLES OF INCORPORATION  
OF  
SEAVIEW DIVE AND RESCUE, INC.  
A Not-For-Profit, Florida Corporation**

00 APR 24 AM 10:15  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article 1**

**NAME**

The name of the Corporation is: **Seaview Dive & Rescue, Inc.**

**Article 2**

**NOT FOR PROFIT**

The Corporation is a non-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, Directors or Officers, except to the extent permissible under law.

**Article 3**

**DURATION**

The duration (term) of the Corporation is perpetual.

**Article 4**

**PURPOSES**

The Corporation is organized, and shall be operated for, the following purposes:

A. Underwater search, dive, rescue and recovery efforts.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon non-profit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage,

convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

## **Article 5**

### **LIMITATION**

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors 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 4 (**Purposes**) hereof.

## **Article 6**

### **MEMBERS**

The Corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and shall have all the rights and privileges of members of the Corporation. The By-Laws may provide for Non-voting Members of one (1) or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the By-Laws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

<b>Name</b>	<b>Address</b>
Richard L. McBride	200 Madonna Boulevard St. Petersburg, Florida 33715
Larry Hoffman	200 Madonna Boulevard St. Petersburg, Florida 33715
Sidney Rice	200 Madonna Boulevard St. Petersburg, Florida 33715

## **Article 7**

### **PRINCIPAL OFFICE AND STREET ADDRESS**

The initial principal office of the Corporation is located at 200 Madonna Boulevard, St. Petersburg, Florida, 33701 and the corporation's initial mailing and street address shall be the same.

## **Article 8**

### **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of the Corporation is Englander & Fischer, P.A., 721 First Avenue North, St. Petersburg, Florida 33701 and the name of its Registered Agent at that address is: Mark M. Wall, Esquire.

## **Article 9**

### **INITIAL BOARD OF DIRECTORS**

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is three. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws, but shall never be less than three (3). The Voting Members shall elect the Directors annually. The By-Laws may provide for *ex officio* and honorary Directors, and their rights and privileges. The name and address of each initial Director of the Corporation is as follows:

<b>Name</b>	<b>Address</b>
Richard L. McBride	200 Madonna Boulevard St. Petersburg, Florida 33715
Larry Hoffman	200 Madonna Boulevard St. Petersburg, Florida 33715
Sidney Rice	200 Madonna Boulevard St. Petersburg, Florida 33715

## **Article 10**

### **OFFICERS**

The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the By-Laws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the By-Laws. The name and address of each initial Officer of the Corporation is as follows:

<b>Name</b>	<b>Address</b>	<b>Title</b>
Richard L. McBride	200 Madonna Blvd. St. Petersburg, Florida 33715	President
Larry Hoffman	200 Madonna Blvd. St. Petersburg, Florida 33715	Vice-President
Sidney Rice	200 Madonna Blvd. St. Petersburg, Florida 33715	Secretary
Larry Hoffman	200 Madonna Blvd. St. Petersburg, Florida 33715	Treasurer

## **Article 11**

### **INCORPORATOR**

The name and address of the Incorporator is as follows:

MARK M. WALL, ESQUIRE  
Englander & Fischer, P.A.  
721 First Avenue North  
St. Petersburg, Florida 33715

## **Article 12**

### **BY-LAWS**

The By-Laws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

### **Article 13**

#### **AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

### **Article 14**

#### **INDEMNIFICATION**

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the laws of the State of Florida.

### **Article 15**

#### **COMMENCEMENT OF CORPORATE EXISTENCE**

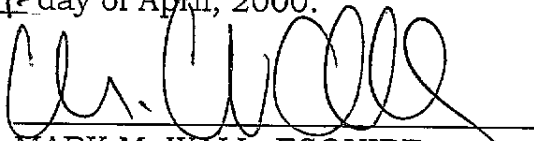
In accordance with the laws of the State of Florida, the date when corporate existence shall commence is the date of the filing of these Articles of Incorporation with the Secretary of State.

### **Article 16**

#### **NON-STOCK BASIS**

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

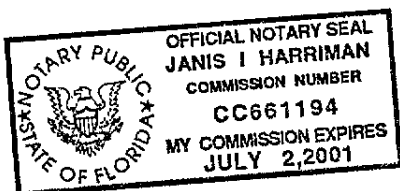
**IN WITNESS WHEREOF**, the undersigned has executed these **Articles of Incorporation** on this 21<sup>st</sup> day of April, 2000.



MARK M. WALL, ESQUIRE  
Englander & Fischer, P.A.  
721 First Avenue North  
St. Petersburg, Florida 33701

contained therein are true and correct to the best of his knowledge and belief and that the execution of foregoing is a free act and deed.

**WITNESS** my hand and official seal at the County and State aforesaid, this 21<sup>st</sup> day of April, 2000.



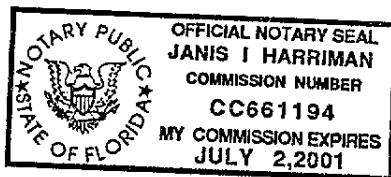
Janis I. Harriman  
Notary Public  
Commission No. CC 661194

Janis I. Harriman  
(Name of Notary typed, printed or stamped)

**STATE OF FLORIDA  
COUNTY OF PINELLAS**

**BEFORE ME**, the undersigned authority duly authorized to take acknowledgements and administer oaths, personally appeared MARK M. WALL, ESQ. who is personally known to me and who did take an oath. He, who after first being duly sworn, deposes and says that he has read the foregoing **Articles of Incorporation of Seaview Dive & Rescue, Inc., a Florida Corporation** and the matters and things contained therein are true and correct to the best of his knowledge and belief and that the execution of the foregoing is a free act and deed.

**WITNESS** my hand and official seal at the County and State aforesaid, this 21 day of April, 2000.



*Janis I. Harriman*  
Printed Name: Janis I. Harriman  
NOTARY PUBLIC, State of Florida  
Serial Number: CC 661194  
My Commission Expires: 7-2-01

**CONSENT OF REGISTERED AGENT**

Having been named as Registered Agent for **Seaview Dive and Rescue, Inc.**, at the registered office designated in the Articles of Incorporation, the undersigned hereby accepts the designation of Registered Agent

*Mark M. Wall*  
MARK M. WALL, ESQ.

RECEIVED OF STATE  
TALLAHASSEE, FLORIDA

00 APR 24 AM 10:15

FILED

**STATE OF FLORIDA  
COUNTY OF PINELLAS**

**BEFORE ME**, the undersigned authority duly authorized to take acknowledgements and administer oaths, personally appeared MARK M. WALL, ESQ. who is personally known to me and who did take an oath. He, who after first being duly sworn, deposes and says that he has read the foregoing **Consent of Registered Agent** and the matters and things