

**CORPORATE  
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Non Profit

1.) The Ohlmann Foundation, Inc  
(CORPORATE NAME & DOCUMENT #)

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

4.) \_\_\_\_\_  
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5.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

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**T.SMITH AUG 14 2000**

**ARTICLES OF INCORPORATION**  
**OF**  
**THE OHLMANN FOUNDATION, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following Articles of Incorporation:

**ARTICLE 1 - NAME**

The name of the corporation is as follows: THE OHLMANN FOUNDATION, INC.

**ARTICLE 2 - ADDRESS**

The address of the principal office and the mailing address of the corporation are: 3322 Wind Surf Way, Melbourne Beach, Florida 32951.

**ARTICLE 3 - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 3322 Wind Surf Way, Melbourne Beach, Florida 32951. The name of its initial registered agent at that address is John L. Ohlmann.

**ARTICLE 4 - NO MEMBERS**

The corporation shall not have members and shall not issue membership certificates. The corporation shall not issue shares of stock.

**ARTICLE 5 - NOT FOR PROFIT**

The corporation is a not for profit corporation under Chapter 617, Florida Statutes. The property of the corporation is irrevocably dedicated for charitable, educational, religious and scientific purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member, or to the benefit of any private individual.

The corporation will distribute its income for each tax 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 the corresponding section of any future federal revenue code.

The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or the corresponding section of any future federal revenue code.

The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or the corresponding section of any future federal revenue code.

The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or the corresponding section of any future federal revenue code.

The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or the corresponding section of any future federal revenue code.

#### **ARTICLE 6 - DURATION**

The duration (term) of the corporation is perpetual.

#### **ARTICLE 7 - PURPOSES**

To operate exclusively for charitable, educational, religious, and scientific purposes as referred to in Sections 501(c)(3) and 170 (c)(2) of the Internal Revenue Code of 1986 (as amended), herein generally called "exempt purposes," including, but not restricted to, the following more specific purposes but only to the extent that they are within the scope of such exempt purposes, such as:

A. To further programs established by other tax exempt, qualified organizations, including those established for environmental, educational and Christian Science purposes.

B. This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

#### **ARTICLE 8 - POWERS**

The corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporation, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, 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 the property and income, principal and proceeds of the property.

B. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which a nonprofit corporation may be incorporated under the Florida Not for Profit Corporation Act, and any successor or amendment to the Act.

C. To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

#### **ARTICLE 9 - DISSOLUTION**

On the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in IRC §170(c)(1) or IRC §170(c)(2)(B).

#### **ARTICLE 10 - BOARD OF DIRECTORS**

There shall be a board of directors consisting of at least three (3) individuals. The initial directors are elected by the incorporator. After that, each director shall be elected by majority vote of the board of directors in the manner and at the times set forth in the bylaws. Any director may be removed by the affirmative vote of at least two-thirds of the board of directors. The names and addresses of the initial board of directors are:

John L. Ohlmann      3322 Wind Surf Way  
Melbourne Beach, Florida 32951

Graham T. Ohlmann   3322 Wind Surf Way  
Melbourne Beach, Florida 32951

J. Carter Ohlmann    148 Palisades Drive  
Santa Barbara, CA 93109

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The board of directors of the corporation shall be made up of at least three individuals and no more than fifteen individuals. The maximum number of directors may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

### **ARTICLE 11 - OFFICERS**

The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such time and in such manner as may be prescribed by the bylaws or by law.

### **ARTICLE 12 - INCORPORATOR**

The name and street address of the Incorporator is as follows:

John L. Ohlmann	3322 Wind Surf Way
	Melbourne Beach, Florida 32951

### **ARTICLE 13 - BYLAWS**

The bylaws 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 14 - AMENDMENT**

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

### **ARTICLE 15 - INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY**

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

### **ARTICLE 16 - COMMENCEMENT OF CORPORATE EXISTENCE**

The corporate existence shall commence upon the filing of these articles.

I, JOHN L. OHLMANN, the undersigned incorporator have signed these articles of incorporation on August 9, 2000.

  
JOHN L. OHLMANN, Incorporator

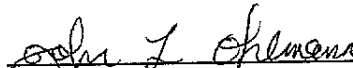
**CERTIFICATE OF DESIGNATION AND ACCEPTANCE**  
**BY REGISTERED AGENT**

Pursuant to the provisions of Florida Statute §617.0501, the undersigned corporation organized under the not for profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the corporation in the State of Florida.

1. Name of the Corporation: THE OHLMANN FOUNDATION, INC.
2. Name and address of the registered agent and office: John L. Ohlmann, 3322 Wind Surf Way, Melbourne Beach, Florida 32951

I, the undersigned person, having been named as the registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: August 9, 2000.

  
\_\_\_\_\_  
John L. Ohlmann  
Registered Agent

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