

Law Office

A. VAN CATTERTON, JR., P.A.

1990 WEST NEW HAVEN AVENUE, SUITE 104
POST OFFICE BOX 1598
MELBOURNE, FLORIDA 32902-1598

TELEPHONE (321) 722-3366
FAX (321) 722-0330
avc@avc-law.com

October 20, 2000

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

Re: Articles of Incorporation/
O.C.E.A.N.S. Educational Scholarship Fund, Inc.
File No. G28-101

FILED
OCT 23 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

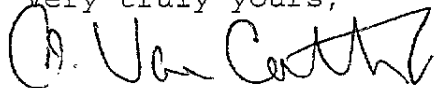
Dear Folks: _

Enclosed herewith for filing please find two executed originals of the Articles of Incorporation for the above-referenced corporation.

Upon filing, please provide me with a certified copy of the document. A check for your fees in the amount of \$78.75 is enclosed.

Thank you.

Very truly yours,



A. Van Catterton, Jr.

AVC:jc
Enclosures
cc: Client

\\secgooch.o20

100003435981--9
-10/23/00--01132--017
*****78.75 *****78.75

10-25
AVC

ARTICLES OF INCORPORATION
OF

O.C.E.A.N.S. EDUCATIONAL SCHOLARSHIP FUND, INC.

FILED
00 OCT 23 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

By these Articles of Incorporation ("Articles"), the undersigned Subscribers form a corporation not for profit in accordance with Chapter 617, Florida Statutes, and pursuant to the following provisions:

ARTICLE I

NAME

The name of the corporation shall be O.C.E.A.N.S. Educational Scholarship Fund, Inc. For convenience, the corporation shall be referred to in this instrument as the "Corporation."

ARTICLE II

DURATION

The Corporation shall exist perpetually unless and until dissolved according to law. Corporate existence of the Corporation shall commence upon the filing of these Articles with the Florida Department of State.

ARTICLE III

PRINCIPAL OFFICE

The principal office and the mailing address of the Corporation shall be 5110 Seiler Street, Melbourne Beach, Florida 32951.

ARTICLE IV

REGISTERED OFFICE AND AGENT

Michael D. Gooch, whose address is 5110 Seiler Street, Melbourne Beach, Florida 32951, is hereby appointed the initial registered agent of the Corporation and the registered office shall be at said address.

ARTICLE V

PURPOSE AND POWERS OF THE CORPORATION

The purposes of the Corporation shall be to provide financial assistance to deserving surfers who are unable to afford a college education, and to engage in educational efforts to foster and promote respect for nature and the sea, in memory of Chris M. Gooch. No part of the net earnings of the Corporation shall inure to the benefit of any private shareholder, member or individual, and no substantial part of the activities of the Corporation shall be devoted to carrying on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in Section 501(c) of the Internal Revenue Code), and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

The Corporation shall not pay dividends and no part of any income of the Corporation shall be distributed to its members, directors or officers. The Corporation shall have all the powers of a nonprofit corporation organized under the laws of the State of Florida, and shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by law, these Articles and the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Corporation for the benefit of the Members; provided, however, notwithstanding the foregoing provision or any other provision of these Articles of Incorporation or of the Bylaws, the Corporation shall not carry on or engage in any activity not permitted a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, as amended from time to time, or which may not be permitted a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended from time to time. The duties and powers of the Corporation shall be exercised by the Board of Directors unless provided otherwise in these Articles of Incorporation or the Bylaws, and shall include, without limitation, the following:

(a) To engage in activities which will actively foster, promote, and advance the interests of the Corporation;

(b) To acquire (by gift, purchase or otherwise), manage, control, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property for which the Corporation by rule, regulation or contract may have a right or duty to engage in such activities;

(c) To borrow money, and mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(d) To enforce covenants, conditions, or restrictions affecting any property to the extent the Corporation may be authorized to do so under the Bylaws;

(e) To enter into, make, perform, or enforce contracts of every kind and description, and to perform all other acts necessary, appropriate, or advisable in carrying out any purpose of the Corporation, with or in association with any other association, corporation, or other entity or agency, public or private;

(f) To adopt, alter, and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Corporation: provided, however, such Bylaws may not be inconsistent with or contrary to any provisions of these Articles of Incorporation;

(g) To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article V are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provisions of this Article V, except for the above proviso specifically referring to activities prohibited for a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VI

MEMBERSHIP

The qualifications for and other matters affecting Membership in the Corporation shall be as regulated by the Bylaws, as the same may be amended from time to time.

ARTICLE VII

VOTING RIGHTS

The voting rights of members in the Corporation shall be as set forth in the Bylaws, as the same may be amended from time to time.

ARTICLE VIII

BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors shall be comprised of three (3) members. The method of election and term of office, removal and filling of vacancies of the Board of Directors shall be as set forth in the Bylaws.

ARTICLE IX

OFFICERS

The affairs of the Corporation shall be administered by its officers under the direction of the Board of Directors. The officers of the Corporation shall include a President, a Secretary and a Treasurer, and such other officers as the Board of Directors may, in its reasonable discretion, deem advisable from time to time. The officers shall be elected by the Membership as set forth in the Bylaws. An individual may hold more than one office.

ARTICLE X

INDEMNIFICATION

The Corporation shall indemnify every officer, director, committee member and employee of the Corporation against any and all costs and expenses, including reasonable attorneys and paralegals, fees, reasonably incurred by or imposed upon such officer, director, committee member or employee in connection with any action, suit, or other proceeding, or appeal therefrom (including settlement of any suit or proceeding, if approved by the then Board of Directors) to which he may be a party by reason of being or having been an officer, director, committee member or employee of the Corporation. Such officers, directors, committee members and employees shall not be liable for any mistake of judgment, negligent or otherwise, except for their own individual willful misfeasance, malfeasance, misconduct, or bad faith. The officers and directors of the Corporation shall have no personal liability with respect to any contract or other commitment made by them, in good faith, on behalf of the Corporation (except to the extent they may also be members of the Corporation), and the Corporation shall indemnify and forever hold each such officer and director free and harmless against any and all liability to others on account of any such contract or commitment. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any officer, director, committee member, or employee, or former officer, director, committee member or employee may be entitled. The Corporation may, but shall not be obligated to, maintain adequate general liability and officers, and

directors, liability insurance to fund this obligation, if such insurance is reasonably available.

ARTICLE XI

BYLAWS

The initial Bylaws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE XII

AMENDMENTS

These Articles may be amended by a majority of the Board of Directors. However, the percentage of votes necessary to amend a specific clause shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause. No amendment shall be effective until filed with the office of the Secretary of State of Florida, nor shall any amendment be effective which impairs the ability of the Corporation to qualify as an exempt organization pursuant to Section 501(c)(3) of the Internal Revenue Code. No amendment may impair the validity or priority of the lien of any mortgage granted by the Corporation or impair the rights granted to any mortgagee herein without the prior written consent of such mortgagee.

ARTICLE XIII

SUBSCRIBERS

The names and addresses of the Subscribers to these Articles of Incorporation are Michael D. Gooch, 5110 Seiler Street, Melbourne Beach, Florida 32951, and Peggy L. Gooch, 5110 Seiler Street, Melbourne Beach, Florida 32951.

ARTICLE XIV

NONSTOCK CORPORATION


The Corporation is organized on a nonstock basis and shall not issue shares of stock evidencing membership in the Corporation; provided, however, that membership in the Corporation may, in the discretion of the Board of Directors, be evidenced by a certificate of membership which shall contain a statement that the Corporation is a corporation not for profit.


ARTICLE XV

DISSOLUTION

In the event the Corporation is intentionally dissolved for the purpose of winding up its affairs, then after the claims of creditors of the Corporation have been satisfied from the assets of the Corporation or otherwise, the remaining assets of the Corporation shall be dedicated to a public entity or conveyed to a not-for-profit corporation, as defined in Chapter 617, Florida Statutes, as amended, with reasonably similar purposes, and which has qualified as an exempt organization pursuant to Section 501(c)(3) of the Internal Revenue Code, and shall be selected according to such criteria by the Board of Directors of the Corporation; provided, however, that such dissolution shall in all events be effected in a manner which complies with the requirements for the dissolution of an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned Subscribers have caused these presents to be executed as of the 19 day of October, 2000.



Michael D. Gooch


Peggy L. Gooch

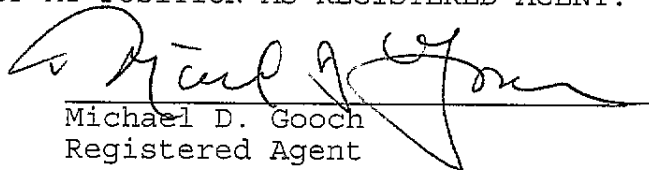
CERTIFICATE DESIGNATING REGISTERED AGENT FOR
SERVICE OF PROCESS

Pursuant to Chapters 48 and 607, Florida Statutes, the following is submitted in compliance with said Acts.

O.C.E.A.N.S. Educational Scholarship Fund, Inc., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 5110 Seiler Street, Melbourne Beach, Florida 32951, has named Michael D. Gooch, located at the above registered office, as its Registered Agent to accept service of process within this State.

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I 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.


Michael D. Gooch
Registered Agent

Date: 10/12/00

\articles.fin

FILED
00 OCT 23 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA