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

RE: Seawolf S.S.S. 410, Inc.  
Articles of Incorporation

Dear Sir or Madam:

Please file the enclosed Articles of Incorporation for Seawolf S.S.S. 410, Inc., a not for profit corporation. I have enclosed a check in the amount of \$122.50 to cover filing fees.

Very truly yours,

LAW OFFICES OF  
DAVID M. BERMAN, P.A.

By: Audra Chait  
Audra Chait, Certified Legal Assistant

FILED  
00 NOV -8 PM 4:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SEAWOLF S.S.S. 410, INC.

The undersigned, for the purpose of forming a Non-Profit Corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

Article 1. Name.

The name of the Corporation is: SEAWOLF S.S.S. 410, Inc.

Article 2. Not For Profit.

The corporation is a corporation not for profit as defined in section 617.01, Florida Statutes (1981). This corporation is organized exclusively for charitable, education, and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code. 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 exclusively for, the following purposes:

- A. 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, re-invest, manager, use, employ, apply, 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 purpose set forth herein.

- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.
- C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code) or (b) by a corporations contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code (or corresponding section of any future Federal Tax Code).
- D. Training of youths aged 14-21 in seamanship and for future nautical careers.

#### Article 5. Limitation.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 (c) (3) purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Article 6. Members.

The corporation shall have members who shall be elected (any may be removed) by the voting members and shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Non-voting Members of one 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 individual voter is as follows:

<u>Name</u>	<u>Address</u>
Gabriela Moya	12300 SW 199 Avenue Miami, FL 33196
Raul Moya	12300 SW 199 Avenue Miami, FL 33196
Trainia Hernandez	822 E. Mowry Drive #1119 Homestead, FL 33030

Article 7. Principal Office.

The address of the principal office is 12300 SW 199 Avenue, Miami, FL 33196. The mailing address of the Corporation is the same as above.

Article 8. Initial Registered Office and Agent.

The street address of the Initial Registered Office of the Corporation is 12300 SW 199 Avenue, Miami, FL 33196 and the name of its Initial Registered Agent at that address is Gabriela Moya.

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 (3). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The voting members shall elect the Directors at an annual meeting of Voting Members. The Bylaws may provide for ex-office and honorary Directors, and their rights and privileges. The name and address of each Initial Director of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Gabriela Moya	12300 SW 199 Avenue Miami, FL 33196
Raul Moya	12300 SW 199 Avenue Miami, FL 33196
Trainia Hernandez	822 E. Mowry Drive #1119 Homestead, FL 33030

#### Article 10. Officers.

The Officers of the Corporation shall consist of a President, Vice President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided by in the Bylaws. 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 Bylaws. The name and address of each Initial Officer of the Corporation is as follows:

<u>Title</u>	<u>Name:</u>	<u>Address:</u>
President	Raul Moya	12300 SW 199 Avenue Miami, FL 33196
Vice President	Gabriela Moya	12300 SW 199 Avenue Miami, FL 33196
Secretary	Trainia Hernandez	822 Mowry Drive #1119 Homestead, FL 33030
Treasurer	Gabriela Moya	12300 SW 199 Avenue Miami, FL 33196

#### Article 11. Incorporators.

The name and address of each Incorporator is as follows:

<u>Name</u>	<u>Address</u>
Gabriela Moya	12300 SW 199 Avenue Miami, FL 33196

#### Article 12. 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. The provisions of Section 607.081, Florida Statutes (1981), as amended from time to time, shall govern the Bylaws.

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.

Article 14. Nonstock Basis.

The Corporation is organized and shall be operated on a nonstock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership or proprietary interest in the Corporation.

Article 15. Indemnification.

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Florida General Corporation Act and the Florida Not for Profit Corporation Act.

Article 16. Commencement of Corporate Existence.

In accordance with Section 617.014, Florida Statutes, the date when corporate existence shall commence is 30 days after the date of subscription and acknowledgement of these Articles of Incorporation.

Article 17. Dissolution.

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

  
Gabriela Moya  
Incorporator

  
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Gabriela Moya