

NO10000000736

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Offices In:
Bal Harbour
Palm Beach

January 29, 2001

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

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-02/01/01--01002--017
*****70.00 *****70.00

Dear Secretary of State:

Enclosed please find the Articles of Incorporation for Palm Beach Maritime Academy, Inc., and our Trust Account Check in the amount of \$70.00 for the following:

1. \$35.00 for the Filing Fee.
2. \$35.00 for the Registered Agent Designation Fee.

Thank you for your courtesy and cooperation in this matter.

If you should have any questions, please contact me at the above number.

Sincerely,



Ronald J. Zeller, Esq.
RJZ:stz

w/Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION

OF

PALM BEACH MARITIME ACADEMY, INC.

We, the undersigned, with other persons being desirous of forming a non-profit corporation for the conduct of educational programs for school-aged children and young men and women, and hereby make, substitute and acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation, liability, rights, privileges and immunities of a non-profit corporation.

ARTICLE I

The name of the Corporation shall be:

PALM BEACH MARITIME ACADEMY, INC.

ARTICLE II

This corporation is organized exclusively for educational purposes, including, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law.

ARTICLE III

This corporation is organized as a non-profit corporation; it will not have or issue shares of stock. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees,, 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 the purposes set forth in Articles II and IV hereof. No substantial part of the activities of this 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 any candidate for public office. 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 of 1954 (or the corresponding provisions of any future United States

Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

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TALLAHASSEE, FLORIDA

ARTICLE IV

The purpose of this non-profit corporation shall be primarily for the conduct of educational programs and curriculum for school-aged children and young men and women in:

- (a) Marine science and technology
- (b) Oceanography and Environmental Impact of Man
- (c) Maritime Research, Practices, and Technology
- (d) Research training and the technology related to marine and maritime industries.
- (e) Research, training, and developmental of pilot programs designed to meet special vocational and educational needs of the marine and maritime industries.

ARTICLE V

In the event of the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation, or to such organization or organizations organized and operated exclusively for charitable, education, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court (or such court succeeding to its authority) of the County in which the principal office of the corporation is then located, exclusively to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

To do any and all and every other thing necessary or proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any Amendment thereto, or necessary, incidental to, or desirable for the attainment of the objects set forth herein, so long as the same shall not involve carrying on any activity 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VI

The foregoing statement of purposes shall be construed as a statement of purposes and powers, and shall be liberally construed in aid of the powers of this corporation, and the enumeration of specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to, and not in limitation to said general powers. The corporation shall exercise all corporate powers of every kind whatsoever relative to the acquisition, use, disposition, whether by exchange, purchase, receipt of contributions, loans, lease, borrowing

or by any other manner, of real and personal property, including without limitation all forms of real or personal property which may be used in or in connection with its lawful activities, and to exercise any and all other corporate powers authorized by the State of Florida, under the provisions of the Florida Statutes, governing corporations, and all other powers hereafter authorized by law, so long as the same are not inconsistent with the purposes set forth above, and so long as they shall not constitute 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 of 1954, (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VII

Membership in this non-profit corporation shall be open, without discrimination as to race, color, creed, religion, sex, nationality, or place or period of residence or domicile, to all persons, 18 years of age or older, who are interested in furthering and/or supporting the purposes of this corporation, and whose application for membership is approved in accordance with the requirements and procedures determined by the Board of Trustees. The Board of Trustees shall determine what membership fees and annual dues, if any, shall be charged for membership and shall further determine what rights and privileges, consistent with the purposes of this corporation, shall be extended to members.

The By-Laws of the corporation shall contain provisions for the suspension or expulsion or members whose conduct or activities are deemed inimical to the interests or purposes of this corporation.

ARTICLE VIII

This corporation shall have perpetual existence.

ARTICLE IX

Incorporators of the Corporation, and their addresses are as follows:

Suzanne T. Zeller
411 South County Road, #200
Palm Beach, FL 33480

ARTICLE X

The business affairs of this corporation shall be managed by the Board of Trustees, This corporation shall have three Trustees initially, The number of Trustees may be increased from time to time by the By-Laws, but shall never be less than three.

The Board of Trustees shall be members of the corporation.

The names of addresses of the persons who are to serve as Trustees for the ensuing year, or until the first annual meeting are:

John C. Grant
411 South County Road, #200
Palm Beach, FL 33480

Ronald J. Zeller
411 South County Road, #200
Palm Beach, FL 33480

Suzanne T. Zeller
411 South County Road, #200
Palm Beach, FL 33480

ARTICLE XI

The officers of the corporation shall be a President, such number of Vice Presidents, a Secretary-Treasurer, and such other officers as may be provided in the By-Laws.

The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Trustees are:

John C. Grant	-	President
Ronald J. Zeller	-	Treasurer
Suzanne T. Zeller	-	Secretary

ARTICLE XII

The Board of Trustees of this corporation may provide such By-Laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Upon proper notice, the By-Laws may be amended, altered or rescinded by a majority vote of those members of the Board of Trustees present at any regular meeting or any special meeting called for that purpose.

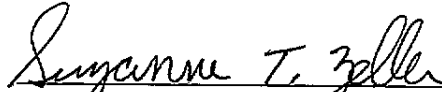
ARTICLE XIII

The location of this corporation shall be at 4512 Flagler Drive, West Palm Beach, FL 33407.

ARTICLE XIV

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by a majority of the Board of Trustees.

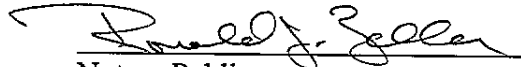
IN WITNESS WHEREOF, the Subscriber has affixed her signature this 29th day January, 2001.

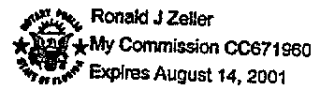

Suzanne T. Zeller, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, the undersigned authority, personally appeared Suzanne T. Zeller who after being duly sworn, acknowledged that she executed the foregoing Articles of Incorporation for the purpose therein expressed, this 29th day of January, 2001.

(SEAL)


Notary Public



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: THE PALM BEACH MARITIME ACADEMY, INC.
2. The name and address of the registered agent and office is:

Ronald J. Zeller, Esq.
411 South County Road, Suite 200
Palm Beach, FL 33480

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.


Ronald J. Zeller, Esq.

Date: January 29, 2001

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