

No1000005778

SACHS, SAX & KLEIN, P.A.

ATTORNEYS AT LAW

NORTHERN TRUST PLAZA, SUITE 4150
301 YAMATO ROAD
BOCA RATON, FLORIDA 33431

TELEPHONE (561) 994-4499
FACSIMILE (561) 994-4985

MAILING ADDRESS
POST OFFICE BOX 810037
BOCA RATON, FLORIDA 33481-0037

RICHARD C BULMAN, JR., ESQ.
e-mail: rcb@sachs-sax-klein.com

August 3, 2001

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

Re: Palm Beach Seaport Association, Inc.
Our File Number: 3371.01

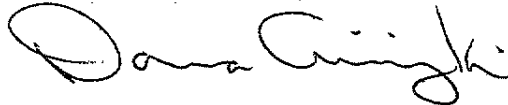
Dear Sir/Madam:

Enclosed please find the Articles of Incorporation for the above named corporation along with our firm's check in the amount of \$78.50 to cover the fee for filing same. Kindly file these Articles and return a certified copy of the Articles to this office via regular mail.

If you have any questions, please do not hesitate to contact the undersigned. Thank you for your assistance.

Very truly yours,

SACHS, SAX & KLEIN, P.A.



Donna Ginieczki, Assistant to Richard C. Bulman, Jr.

dg
Enclosure

FILED
01 AUG 10 AM 11:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

000004528610-1
-08/10/01--01054--010
*****78.75 *****78.75

08/15

FILED
01 AUG 10 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PALM BEACH SEAPORT ASSOCIATION, INC.

The undersigned, acting as incorporator of Palm Beach Seaport Association, Inc., under the Florida Not-For-Profit Corporation Act, Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this Corporation shall be: PALM BEACH SEAPORT ASSOCIATION, INC. (the "Corporation").

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of the Corporation is Palm Beach Seaport Association, Inc. c/o Sachs, Sax & Klein, 301 Yamato Road, Ste. 4150, Boca Raton, Florida 33431.

ARTICLE III. PURPOSE

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including but not limited to (i) promoting the growth and general well being of the Port of Palm Beach, Florida for the benefit of the community served by the Port and (ii) making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV. MANNER OF ELECTION

The number of Directors of the Corporation may be increased or diminished from time to time in the manner provided by in the Bylaws but shall never be less than three (3) nor more than twenty five (25). The Board of Directors shall be elected in the manner stated in the bylaws.

ARTICLE V. INITIAL DIRECTORS

The initial directors shall be elected by the members in accordance with the Bylaws of the Corporation.

ARTICLE VI. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial; registered agent of this Corporation is Peter S. Sachs, Esq. c/o Sachs, Sax & Klein, P.A., 301 Yamato Road, Ste. 4150, Boca Raton, FL 33405.

ARTICLE VII. INCORPORATOR

The name and address of the incorporator is Peter S. Sachs, Esq. c/o Sachs, Sax & Klein, P.A., 301 Yamato Road, Ste. 4150, Boca Raton, FL 33405.

ARTICLE VII. DISTRIBUTION OF ASSETS

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 **Article III** hereof. 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. 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 the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VIII. MEMBERS

The Corporation may have members of different classes to be established in accordance with the Bylaws of the Corporation.

ARTICLE IX. DISTRIBUTION OF ASSETS UPON 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. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X. INDEMNIFICATION

Every person who is or hereafter shall be a Director, Officer or Committee Member of the Corporation shall be indemnified by the Corporation to the fullest extent now or thereafter permitted by law.

ARTICLE XI. BYLAWS

The Bylaws of the Corporation shall be initially adopted by the initial Board of Directors. Thereafter, any article or section of the Bylaws may be adopted, amended or repealed pursuant to the terms of the Bylaws.

ARTICLE XII. AMENDMENTS TO ARTICLES OF INCORPORATION

An amendment to these Articles of Incorporation may be adopted at any regular or special meeting called for that purpose, of the Board of Directors by the affirmative vote of the majority of the Directors then in office.

ARTICLE XIII. EFFECTIVE DATE

The effective date of this incorporation shall be the official filing date as determined by the Florida Department of State, Division of Corporations.


IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation on this 2 day of August, 2001, for the purposes of forming this Not-For-Profit Corporation under the laws of the State of Florida.


Peter S. Sachs, Incorporator

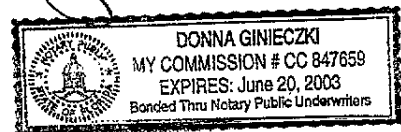
FILED
01 AUG 10 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 2nd day of August, 2001, by Peter S. Sachs, who is personally known to me or has produced n/c as identification.

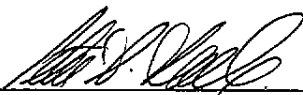

Notary Public

Print/Stamp/Type Name:
Commission Expires:
Commission Number:



Having been named to accept service of process for Palm Beach Seaport Association, Inc. at the place designated in the foregoing Articles of Incorporation, I hereby am familiar with and agree to act in this capacity and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent for said Corporation.

Dated this 2 day of August, 2001.


Peter S. Sachs, Esq. Registered Agent