

Division Corporations

Page 1 of 1

A01000DD8730

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H01000121422 9)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : STEWART, NALL, EVANS & HAFNER, P.A.
Account Number : I19990000118
Phone : (561) 231-3500
Fax Number : (561) 231-9876

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 DEC 14 AM 10:08

FILED

FLORIDA PROFIT CORPORATION OR P.A.

Philippe Cousteau Foundation, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$78.75

T. SMITH DEC 14 2001

Electronic Filing Menu

Corporate Filing

Public Access Help

((H01000121422 9)))

**ARTICLES OF INCORPORATION
OF
PHILIPPE COUSTEAU FOUNDATION, INC.**

FILED
01 DEC 14 AM 10:08
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

THE UNDERSIGNED, incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is **PHILIPPE COUSTEAU FOUNDATION, INC.**

ARTICLE II

The principal place of business and the mailing address of the corporation are:

5600 U.S. Highway 1 North
Fort Pierce, Florida 34946.

ARTICLE III
Purposes

The corporation is organized for charitable, scientific, literary or educational purposes, including focusing public awareness on conservation and environmental concerns affecting both land and sea, conducting educational seminars regarding these issues, and raising funds for contribution to existing not-for-profit organizations which share these concerns, and further including, for such purposes, the making of distributions under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent tax laws. The corporation may, as permitted by law, engage in any and all activities in furtherance of, related to, or incidental to these purposes which may lawfully be carried on by a corporation formed under Chapter 617, Florida Statutes, and which are not inconsistent with the corporation's qualification under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code.

ARTICLE IV
Manner of election of directors

The manner in which the directors are elected or appointed is as follows: As set forth in the Bylaws of the corporation.

((H01000121422 9)))

(((H01000121422 9)))

ARTICLE V

Limitation of corporate powers

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes.

ARTICLE VI

Initial Registered Agent

The name and address of the initial registered agent is:

William J. Stewart, Esq.
3355 Ocean Drive
Vero Beach, FL 32964-3345

ARTICLE VII

Incorporator

The name and street address of the incorporator for these articles of incorporation is:

Janice Cousteau
5600 U.S. Highway 1 North
Fort Pierce, FL 34946

ARTICLE VIII

Directors

The names and street addresses of the individuals who are to serve as the initial directors are:

Jack Chalk, Chairman

Captain Don's Habitat
Bonaire, Netherlands Antilles

George Buckley, Vice-chairman

Harvard University
51 Brattle Street
Cambridge, MA 02138-3722

Ed Clark, Secretary

1800 South Delphine Avenue
Waynesboro, VA 22980

Janice Cousteau, Treasurer

5600 U.S. Highway 1 North
Fort Pierce, FL 34946

Philippe Cousteau, Member

5600 U.S. Highway 1 North
Fort Pierce, FL 34946

Alexandra Cousteau, Member

5600 U.S. Highway 1 North
Fort Pierce, FL 34946

(((H01000121422 9)))

((H01000121422 9)))

Dominique Sumian, Member

7026 Almaden Lane
Carlsbad, CA 92009

ARTICLE IX
Other provisions

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 the purposes of the corporation. 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 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 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 corresponding section of any future federal tax code.

In the event of dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation, as the board of directors shall determine, in such manner as required by Section 501(c)(3) of the Internal Revenue Code (or corresponding provision of any future United States Internal Revenue law) and in accordance with the statutes of the State of Florida.

No officer or director of the corporation shall be personally liable to the corporation for monetary damages for or arising out of a breach of fiduciary duty as an officer or director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of an officer or director to the extent that such liability is imposed by applicable law (i) for a breach of the director's duty of loyalty to the corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) for any transaction from which the officer or director derived an improper personal benefit.

The corporation may, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer or director of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not having

((H01000121422 9)))

((H01000121422 9)))

acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by the corporation.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of an officer or director entitled to indemnification hereunder. The right of indemnification under this provision shall be in addition to and not exclusive of all other rights to which any person may be entitled.

This provision constitutes a contract between the corporation and the indemnified officers and directors. No amendment or repeal of this provision which adversely affects the right of an indemnified officer or director shall apply to such officer or director with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13 day of December, 2001.

Signature of Incorporator:

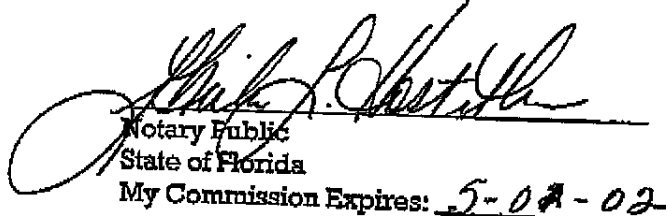

JANICE COUSTEAU

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

BEFORE ME, a notary public authorized to take acknowledgments in the State and County aforesaid, personally appeared **JANICE COUSTEAU**, of **PHILIPPE COUSTEAU FOUNDATION, INC.**, a Florida Not for Profit Corporation, who is personally known to me and who executed the foregoing instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 13 day of December, 2001.




Notary Public
State of Florida
My Commission Expires: 5-01-02

((H01000121422 9)))

((H01000121422 9)))

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

The undersigned hereby accepts the designation of registered agent on behalf of **PHILIPPE COUSTEAU FOUNDATION, INC.**, and acknowledges that he is familiar with and accepts the obligations provided for in Florida Statute Section 607.0505.


WILLIAM J. STEWART

FILED
01 DEC 14 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

((H01000121422 9)))