

N020000000392

CT CORPORATION

FILED
02 JAN 18 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

Marineland Institute, Inc.

Non-Profit

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-01/18/02--01045--020
*****70.00 *****70.00

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input checked="" type="checkbox"/> Nonprofit Articles		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name

1/18/02

Order#: 5061095

Availability

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Examiner

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W.P. Verifier

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660 East Jefferson Street
Tallahassee, FL 32301
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W02-1681
J. BRYAN JAN 18 2002
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 18, 2002

CT CORPORATION SYSTEM

SUBJECT: MARINELAND INSTITUTE, INC.
Ref. Number: W02000001681

We have received your document for MARINELAND INSTITUTE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6929.

to: Joey Bryan
Document Specialist
New Filing Section

Letter Number: 002A00002862

From: Ashley Mitchell @ CT CORP

please back date
to 1/18/02

Thanks!

Ashley

1/22/02

3:00

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
1700 PENNSYLVANIA AVENUE
TALLAHASSEE, FLORIDA 32304

02 JUN 22 PM 1:04

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MARINELAND INSTITUTE, INC.**

(A Nonprofit Corporation)

I.

The name of the corporation is "Marineland Institute, Inc." (the "Corporation").

II.

The Corporation is organized pursuant to the provisions of the Florida Not For Profit Corporation Act.

III.

The Corporation shall have perpetual duration.

IV.

(a) The Corporation is a nonprofit corporation organized for the following exclusively religious, charitable, scientific, literary, amateur athletic, cruelty prevention, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law (referred to in these Articles of Incorporation as the "Code"): To provide financial support to or for the benefit of the organizations named in Article V hereof; to engage in scientific research in the marine sciences in conjunction with and in support of said organizations; to provide and support medical care and rehabilitation of humans through interaction with marine mammals and other marine life in conjunction with and in support of said organizations; to acquire, establish, retain and maintain a fund or funds consisting of real estate, securities and other investment assets to be held, invested and used exclusively for the foregoing purposes; and to engage in any lawful act or activities related to the foregoing purposes which are consistent with the provisions of section 501(c)(3) of the Code.

(b) The Corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property or net earnings of the Corporation shall inure to the benefit of any individual, except as reasonable compensation for services actually rendered by such individual and as payments and distributions in furtherance of the purposes set forth in this Article IV. It is intended that the Corporation will qualify at all times as an organization exempt from federal

income tax under sections 501(a) and 501(c)(3) of the Code; therefore, notwithstanding any other provision in these Articles, the Corporation shall never be authorized to engage in any activity except in furtherance of the purposes for which the Corporation is organized, and the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under sections 501(a) and 501(c)(3) of the Code and (ii) by a corporation, contributions to which are deductible under sections 170(c)(2), 642, 2055 and 2522 of the Code. The Corporation shall never directly or indirectly participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office, and the Corporation shall not engage in any activities which would subject it to tax under section 4955 of the Code. No substantial part of the activities of the Corporation shall be devoted to attempting to influence legislation by propaganda or otherwise within the meaning of the proscriptive provisions of the Code, except as otherwise provided in section 501(h) of the Code, and its expenditures to influence legislation shall not exceed the permissible limits of sections 501(h) and 4911 of the Code, to the extent applicable, and shall not be of the type or magnitude which would subject the Corporation to tax under section 4911 of the Code.

(c) To the extent that section 4942 of the Code is applicable to the Corporation, the directors shall cause the Corporation to distribute amounts for each taxable year at such time and in such manner as not to become subject to the tax imposed by such section. Notwithstanding any other provisions of these Articles of Incorporation, to the extent that the following provisions of the Code are applicable, the Corporation and the directors shall not engage in any act of self-dealing which would give rise to any liability for tax under section 4941(d) of the Code, shall not retain any excess business holdings which would subject the Corporation to tax under section 4943(c) of the Code, shall not make any investments in such manner as to subject the Corporation to tax under section 4944 of the Code, and shall not make any taxable expenditures which would subject the Corporation to tax under section 4945 of the Code.

V.

(a) Consistent with the purposes set out in Article IV of the Articles, the Corporation is organized and shall be operated to support the institutions and governmental entities hereinafter named (the "Named Beneficiaries"). To fulfill these general objectives, the Board of Directors of the Corporation shall cause of the Distributable Amount of the Corporation, as hereinafter defined, for each year of the Corporation to be distributed to or for the benefit of the Named Beneficiaries. There shall be two classes of Named Beneficiaries: the Principal Beneficiary and the Secondary Beneficiaries. At all times, there shall be one (1) Principal Beneficiary, and the Principal Beneficiary shall initially be the University of Florida, Gainesville, Florida for the benefit of the University's Whitney Laboratory (the "University"). The University, or any substitute Principal Beneficiary of the Corporation, designated as provided in Paragraph (g) of this Article V, shall be referred to herein as the "Principal Beneficiary." The following organizations are, and shall be referred to herein as, the "Secondary Beneficiaries":

North Carolina Aquarium at Fort Fisher, Kure Beach, North Carolina; East Coast Zoological Society of Florida, Inc. for the benefit of Brevard Zoo, Melbourne, Florida; The Florida Aquarium, Inc., Tampa, Florida; the University, for the benefit of its Sea Grant

Extension Program in St. Augustine, Florida, or for any other uses of the University; National Estuarine Research Reserve, St. Augustine, Florida; Daytona Beach Community College Marine Institute, Daytona Beach, Florida; Caribbean Conservation Corporation, Gainesville, Florida; Associated Scientists at Woods Hole, Woods Hole, Massachusetts; Stetson University, Inc., DeLand, Florida; the University of Miami, for the benefit of the Rosenstiel School of Marine and Atmospheric Sciences, Coral Gables, Florida; Harbor Branch Oceanographic Institution, Inc., Fort Pierce, Florida; Virginia Beach Maritime Museum Inc., Virginia Beach, Virginia; Mote Marine Foundation, Sarasota, Florida; Atlanta-Fulton County Zoo, Inc., Atlanta, Georgia; the Town of Marineland, Florida, for exclusively public charitable purposes; and the State of Florida, for exclusively public charitable purposes.

Notwithstanding the foregoing, no distribution shall be made to any organization that is not at the time of distribution a Qualifying Charitable Organization, as hereinafter defined.

(b) For purposes hereof, the "Distributable Amount" of the Corporation for any fiscal year of the Corporation shall be substantially all of the net income of the Corporation for that year. The "net income" of the Corporation shall be the excess of its gross income, including interest on tax-exempt bonds (within the meaning of section 103 of the Code) and net short-term capital gains (but excluding both net long-term capital gains, as such terms are defined in section 1222 of the Code, and other extraordinary redemption, complete liquidation, partial liquidation, recapitalization or other similar distributions in connection with stock held for investment for more than one year by the Corporation, without regard to the treatment of such distributions under said section 1222 or other characterization provisions of the Code), over the expenses paid or incurred for the production or collection of gross income or for the management, conservation, or maintenance of property held for the production of gross income, including allowances for depreciation and depletion determined by the method provided in section 4940(c)(3)(B) of the Code. For these purposes, the phrase "substantially all of the net income" shall be interpreted in accordance with section 509(a)(3) of the Code and the Treasury Regulations promulgated thereunder.

(c) Each year's Distributable Amount shall be distributed not later than the end of the fiscal year of the Corporation following the fiscal year of receipt of the net income, and for each year the Corporation shall distribute to or for the benefit of the Principal Beneficiary a minimum of thirty-five percent (35%) of the Distributable Amount, with the specific percentage amounts at or above the minimum amount to be determined from year to year by the Board of Directors in its sole discretion. Any portion of the Distributable Amount for any year remaining after the distribution to the Principal Beneficiary will be distributed to the Secondary Beneficiaries, in such amounts and proportions as determined from time to time by the Board of Directors of the Corporation, without any obligation to provide equalizing, proportionate or continuing distributions to any of such organizations.

(d) All administrative, operational and capital expenditures paid or incurred by the Corporation to accomplish one or more of the public purposes described in section 170(c)(1) or charitable purposes described in section 170(c)(2) of the Code shall constitute a distribution to or for the benefit of the Named Beneficiaries.

(e) The Board of Directors of the Corporation shall specify, within the purposes, projects or programs of the Principal Beneficiary's Whitney Laboratory, the particular uses to be made by the Principal Beneficiary of the distributions made to it or for its benefit by the Corporation, such that each year's distribution to or for the benefit of the Principal Beneficiary's Whitney Laboratory will ensure that the Principal Beneficiary will be sufficiently attentive to the operations of the Corporation to enable the Corporation to continue to be operated in connection with the Principal Beneficiary as prescribed in section 509(a)(3) of the Code and the Treasury Regulations promulgated thereunder. The Board of Directors may also specify the purposes for which any distribution to or for the benefit of a Secondary Beneficiary shall be used.

(f) The Corporation shall, not less often than annually, deliver to the Principal Beneficiary a report of the financial affairs of the Corporation for the period concerned, including a statement of the assets and liabilities of the Corporation, a statement of the receipts and disbursements of the Corporation, a statement by investment asset categories of its then-current investment portfolio, and such other information as the directors of the Corporation deem appropriate and helpful. The directors of the Corporation shall confer at least once during each fiscal year of the Corporation with the Principal Beneficiary concerning the support of the Principal Beneficiary's Whitney Laboratory by the Corporation.

(g) The organizations named in paragraph (a) of this Article V shall be deemed to include their respective successors by merger, consolidation or otherwise. If the initial Principal Beneficiary should cease to exist, cease to be a Qualifying Charitable Organization, cease to be an organization which enables the Corporation to maintain its status as a "supporting organization" within the meaning of section 509(a)(3) of the Code and the Treasury Regulations promulgated thereunder (a "Supporting Organization"), substantially terminate or abandon its operations or the operations of its Whitney Laboratory, cause its Whitney Laboratory to be separately incorporated or established as a division, unit or agency of the State of Florida, or change the purposes, policies or methods of operation of its Whitney Laboratory to the extent that the University's Whitney Laboratory no longer fulfills the purposes and directives expressed in these Articles of Incorporation or no longer operates in substantially the same manner as it operates on the date of incorporation of the Corporation, the Board of Directors of the Corporation (acting by a majority of the disinterested directors then serving) shall, without the need for court approval or confirmation, remove such organization as the Principal Beneficiary and select as the Principal Beneficiary a substitute organization which is then a Qualifying Charitable Organization and which would enable this Corporation to maintain its status as a Supporting Organization.

(h) If, in accordance with provisions of paragraph (g) of this Article V, the Corporation shall select a substitute organization to be the Principal Beneficiary in the place of the initial Principal Beneficiary, and the substitute Principal Beneficiary or its successor should cease to exist, cease to be a Qualifying Charitable Organization, cease to be an organization which enables the Corporation to maintain its status as a Supporting Organization within the meaning of section 509(a)(3) of the Code and the Treasury Regulations promulgated thereunder, substantially terminate or abandon its operations, or change its purposes, policies or methods of operation to the extent that it no longer fulfills the purposes and directives expressed in these Articles of

Incorporation or no longer operates in substantially the same manner as it operates on the date of its designation as the Principal Beneficiary hereunder, including, without limitation, a failure to maintain any approval necessary to continue its charitable activities as they are conducted on the date of its designation as the Principal Beneficiary hereunder, the Board of Directors of the Corporation (acting by a majority of the disinterested directors then serving) shall, without the need for court approval or confirmation, remove such organization as the Principal Beneficiary and select as the Principal Beneficiary a substitute organization which is then a Qualifying Charitable Organization and which would enable this Corporation to maintain its status as a Supporting Organization.

(i) If a Secondary Beneficiary or its successor should cease to exist, cease to be a Qualifying Charitable Organization, cease to be an organization which enables the Corporation to maintain its status as a Supporting Organization within the meaning of section 509(a)(3) of the Code and the Treasury Regulations promulgated thereunder, substantially terminate or abandon its operations, or change its purposes, policies or methods of operation to the extent that it no longer fulfills the purposes and directives expressed in these Articles of Incorporation or no longer operates in substantially the same manner as it operates on the date of incorporation of the Corporation (or, in the case of a successor organization, the date of its designation as a Secondary Beneficiary hereunder), including, without limitation, a failure to maintain any approval necessary to continue its charitable activities as they are conducted on the date of incorporation of the Corporation (or the date of its designation as a successor Secondary Beneficiary, as the case may be), the Board of Directors of the Corporation (acting by a majority of the disinterested directors then serving) shall, without the need for court approval or confirmation, remove such organization as a Secondary Beneficiary and designate as Secondary Beneficiaries one or more substitute organizations which are then Qualifying Charitable Organizations and which would enable this Corporation to maintain its status as a Supporting Organization.

(j) In these Articles of Incorporation and in any amendments to it, references to "Qualifying Charitable Organization" or "Qualifying Charitable Organizations" shall mean any United States of America federal, state or local governmental bodies (but only with respect to exclusively public charitable purposes), or any corporations, trusts, funds, foundations or community chests which are organized (within or without the United States of America) and operated exclusively for religious, charitable, scientific, literary, amateur athletic, cruelty prevention, or charitable purposes, which do not discriminate in conducting their affairs against any person on account of race, color, national origin, sex, religion or age, and which are described in section 170(c)(1) or 501(c)(3) and in section 509(a)(1) or (2) of the Code (without regard to section 508 of the Code in the case of organizations organized outside of the United States of America). In these Articles of Incorporation and in any amendments to it, the term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific, literary, amateur athletic, cruelty prevention, or charitable purposes within the meaning of those terms as used in section 501(c)(3) of the Code.

VI.

(a) Unless otherwise provided in these Articles of Incorporation or in the Bylaws of the Corporation, the Corporation shall have all of the powers conferred upon nonprofit corporations under the Florida Not For Profit Corporation Act, to be exercised solely in furtherance of the charitable purposes described in Article IV hereof. The Corporation shall have the power and authority to accept gifts and contributions, whether made by will or otherwise, in any form of property, but only if the objects specified by the testator or donor are within the objects and purposes of the Corporation.

(b) The directors are authorized to and shall take any and all other action necessary or appropriate to qualify the Corporation as a "supporting organization" within the meaning of section 509(a)(3) of the Code and the Treasury Regulations promulgated thereunder.

VII.

In the event of the dissolution of the Corporation, which dissolution may be authorized by the affirmative vote of eighty percent (80%) of the directors of the Corporation then in office, after payment of or provision for all liabilities of the Corporation, all of the assets of the Corporation shall be distributed exclusively for the purposes of the Corporation among, or its assets shall be sold and the proceeds distributed among, the organizations named in Article V of these Articles of Incorporation, or their successors, in the proportions that the Distributable Amount or net income, as appropriate, of the Corporation has been distributed during the preceding twelve full calendar months to or for the benefit of such organizations. In the event that for any reason upon the dissolution of the Corporation the Board of Directors of the Corporation shall fail to act in the manner herein provided within a reasonable time, the senior judge of the Circuit Court of Alachua County, Florida shall be authorized to make such distribution exclusively for such purposes among the aforesaid organizations receiving distributions during such twelve month period as such Court shall determine, acting upon the request of any director of the Corporation or any other person authorized by law to so act. No distribution shall be made at any time to or for the benefit of any organization other than a Qualifying Charitable Organization or for other than a charitable purpose.

VIII.

The Corporation shall not be authorized to issue any shares of capital stock and shall have no capital stock.

IX.

The affairs of the Corporation shall be managed by a Board of Directors consisting of at least three (3) and no more than twenty-one (21) members. One member of the Board of Directors at all times shall be the individual then serving as the Director of the Principal Beneficiary's Whitney Laboratory (or, in the event of a successor Principal Beneficiary, an individual appointed by such successor Principal Beneficiary). All members of the Board of Directors other than the director representing or appointed by the Principal Beneficiary shall be elected by

the Board of Directors of the Corporation. In addition, at all times less than one-half of the members of the Board of Directors shall be "disqualified persons" with respect to the Corporation, as such term is defined in section 4946 of the Code (disregarding for this purpose status as a disqualified person arising solely because of such position as a director). The exact number and the method of election of the other members of the Board of Directors as well as any other qualifications for being a member of the Board of Directors shall be as provided from time to time by or pursuant to the Bylaws of the Corporation, except that the number of the members of the Board of Directors serving at the time of these Articles of Incorporation is fixed by Article X of these Articles of Incorporation.

X.

The initial Board of Directors of the Corporation shall consist of six (6) members (one of whom, Dr. Peter A.V. Anderson, is currently serving as the Director of the Principal Beneficiary's Whitney Laboratory), who shall serve terms as provided in the Bylaws of the Corporation (other than the director representing or appointed by the Principal Beneficiary, who shall serve, other than as may otherwise be provided in or pursuant to the Bylaws of the Corporation, until replaced by the Principal Beneficiary to which he or she relates) and whose names and addresses are as follows:

James F. Jacoby
237 Marine Center Drive
Marineland, FL 32086

Peter A.V. Anderson, Ph.D.
Professor and Director
The Whitney Laboratory
University of Florida
9505 Ocean Shore Blvd.
Marineland, FL 32080

David Cole
8669 36th Street, NW
Suite 300
Miami, FL 33166

Hilburn O. Hillestad
1000 Abernathy Road
Suite 1250
Atlanta, GA 30328

John Hankinson, Jr.
718 Pinetree Drive
Decatur, GA 30030

Lacey Hoover
4523 SW 64th Avenue
Miami, FL 33155

XI.

(a) No director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of his or her duty of care or other duty as a director; provided, that this provision shall eliminate or limit the liability of a director only to the extent permitted from time to time by the Florida Not For Profit Corporation Act or any successor law or laws.

(b) The Corporation shall indemnify any director or officer of the Corporation and may, at the discretion of the Board of Directors, indemnify any employee or agent of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed

action, suit or proceeding, whether civil, criminal, administrative or investigative (other than action by or in the right of the Corporation in which he or she was adjudged liable to the Corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, against any expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful; provided, that this provision shall provide for indemnification only pursuant to the procedures provided and to the extent permitted from time to time by the Florida Not For Profit Corporation Act or any successor law or laws.

(c) Expenses (including attorney's fees) incurred by a director, officer, employee or agent in defending any civil, criminal, administrative or investigative action, suit or proceeding shall be paid by the Corporation in the case of a director or officer and may, in the discretion of the Board of Directors, be paid by the Corporation in the case of an employee or agent in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director, officer, employee or agent to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation pursuant to the Florida Not For Profit Corporation Act or any successor law or laws. Such expenses (including attorney's fees) may be so paid upon such terms and conditions, if any, as the Board of Directors may deem appropriate.

XII.

The address of the initial registered office and principal office of the Corporation is 9610 Ocean Shore Boulevard, Marineland, Florida 32080-8613 and the initial registered agent of the Corporation at such address is Joy Hamppe.

XIII.

The name and address of the incorporator are:

James K. Hasson, Jr., Esq.
999 Peachtree Street
Atlanta, Georgia 30309-3996

XIV.

The Articles of Incorporation of the Corporation may be amended by the affirmative vote of two-thirds of the directors of the Corporation then in office as permitted in the Florida Not For Profit Corporation Act (or the corresponding provision of any future Florida Not For Profit Corporation Act); provided, however, that Articles IV, VII and XIV of these Articles and, so long as the

Having been named as registered agent to accept service of process for Marineland Institute, Inc. at the place designated in the Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

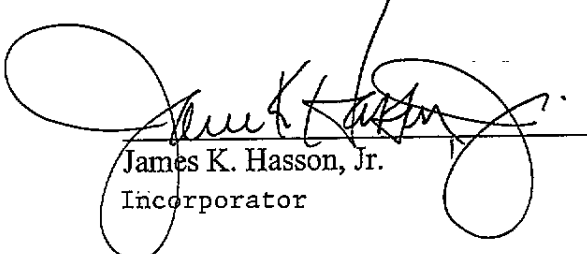


Joy Hampp Registered Agent

01/18/02
Date

Corporation remains a supporting organization within the meaning of section 509(a)(3) of the Code, the provisions of paragraphs (g) and (h) of Article V of these Articles, may only be amended upon the affirmative vote of eighty percent (80%) of the directors of the Corporation then in office. None of the beneficiaries named in or pursuant to Article V of these Articles of Incorporation shall be entitled to vote on, or have any standing to object to, any such amendment, including, without limitation, an amendment to Article V or any one or more provisions affecting the Code section 509(a)(3) classification of the Corporation; provided, however, that no amendment may be made which would cause the Corporation no longer to be qualified as an exempt organization described in section 501(c)(3) of the Code. In addition, the Corporation may at any time, upon approval by the affirmative vote of two-thirds of the directors then in office, merge into or consolidate with any other nonprofit corporation which is, at the time of such merger or consolidation, described in section 501(c)(3) of the Code, and no such merger or consolidation shall obligate the Corporation at such time or thereafter to make any distributions as provided in Article V of these Articles of Incorporation or to obtain the consent of any beneficiary named in or pursuant to Article V of these Articles of Incorporation. Notwithstanding the foregoing, at any time, these Articles of Incorporation may be amended by the affirmative vote of a simple majority of the directors of the Corporation then in office to convert the Corporation into an organization described in sections 509(a)(1) or 509(a)(2) of the Code and thereby remove the limitations of its activities to the support of the Named Beneficiaries, without obtaining the consent of any beneficiary named in or pursuant to Article V of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation.


James K. Hasson, Jr.
Incorporator

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02 JAN 18 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA