

FROM : AFFORDABLE PROFESSIONAL SERVICES, INC.

FAX NO. : 954-565-1347

JUL 15 2002 12:15 PM

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)203-0381

From:

Account Name : AFFORDABLE PROFESSIONAL SERVICES, INC.
Account Number : I20000000264
Phone : (954)565-9929
Fax Number : (954)565-1347

02 JUL 15 PM 3:44
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FLORIDA NON-PROFIT CORPORATION

Viking Youth Foundation, Inc.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 04 |
| Estimated Charge | \$78.75 |

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ARTICLES OF INCORPORATION

The undersigned Incorporator, in order to form a non-profit corporation under the laws of the state of Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I NAME

The name of the Corporation shall be:
Viking Youth Foundation, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
P.O. Box 145241
Coral Gables, FL 33114-5241

ARTICLE III PURPOSE

The purposes for which the corporation is organized are:
This Corporation is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of 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

The specific purpose(s) for which the corporation is organized is / are:
to present a diversified program of aquatic activities to "Explorer" aged youths with the main emphasis on, but not limited to, recreational sailing and cruising. It shall also be the aim of this corporation to provide a high adventure sailing cruise every summer for those youths who have completed their instructional training program.

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

Directors shall be elected or appointed in accordance with the procedures for electing or appointing directors as stated in the By Laws of the Corporation.

ARTICLE V DIRECTORS

The number of directors constituting the initial board of directors is four (4). The number of directors may be either increased or decreased from time to time according to the bylaws, but shall never be less than one (1). The name and address of the person or persons who are to serve as director(s) until the first annual meeting of the shareholders or until their successors are elected and qualified are:

| | | | |
|---------------------------------|---------------------------------|----------------------------------|----------------------------------|
| Roy Hamlin | Erik Hamlin | Teresa Hamlin | Ray Hamlin |
| 8255 SW 98 th Street | 8255 SW 98 th Street | 13380 SW 40 th Street | 13380 SW 40 th Street |
| Miami, FL 33156 | Miami, FL 33156 | Miami, FL 33175 | Miami, FL 33175 |

ARTICLE VI DURATION

The corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Florida Department of State.

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ARTICLE VII INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Ray Hamlin
13380 SW 40th Street
Miami, FL 33175

ARTICLE VIII INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Ray Hamlin
13380 SW 40th Street
Miami, FL 33175

ARTICLE IX BY LAWS

The power to adopt, alter, amend or repeal the By Laws of the corporation is vested in the Board of Directors.

ARTICLE X POWERS

This corporation shall have all the corporate powers enumerated in the Florida Not for Profit Corporation Act.

ARTICLE XI QUALIFICATIONS FOR MEMBERSHIP

The categories of membership, qualifications for membership and the manner of admission shall be set forth in and regulated by the By Laws of the Corporation.

ARTICLE XII VOTING RIGHTS

Members of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

ARTICLE XIII LIABILITIES FOR DEBTS

Neither the members, nor the members of the Board of Directors, nor the officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE XIV INDEMNIFICATION

This corporation shall indemnify any officer or director, or former officer or director, to the full extent permitted by law.

ARTICLE XV AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, in the manner prescribed by law, and all rights conferred on the members of the Corporation are subject to this reservation. Articles may be amended at any time by a majority vote of the members of the Corporation.

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ARTICLE XVI DISSOLUTION

In the event of the dissolution of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed and turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusively public purpose.

However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purpose specified in section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

Any additional provisions for the operation of the corporation are as follows:

ARTICLE XVII LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this Corporation shall consist of carrying on propaganda; or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this 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, this Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE XVIII PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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 these Articles.

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ARTICLE XIX COMPENSATION RESTRICTION

Resolved that any salaries or wages, together with fringe benefits or other forms of compensation (housing, transportation, and other allowances) paid to or provided to our employees, directors, or officers will not exceed a value which is reasonable and commensurate with the duties and working hours associated with such employment and with the compensation ordinarily paid to persons with similar positions or duties.

ARTICLE XX PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS

In any taxable year in which this Corporation is a private foundation as described in section 509(a) of the Internal Revenue Code, the Corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such a manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 12 day of July, 2002.

Ray Hamlin
Signature/Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

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.

Ray Hamlin
Signature/Registered Agent

7/12/02
Date

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