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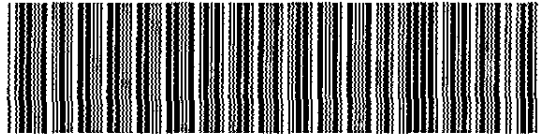
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EXPIRATION DATE
12-20-02



ACCOUNT NO. : 072100000032

REFERENCE 868564 12041A

AUTHORIZATION :

Patricia Pizot

COST LIMIT : \$ 87.50

ORDER DATE : December 23, 2002

ORDER TIME : 10:20 AM

ORDER NO. : 868564-005

CUSTOMER NO: 12041A

CUSTOMER: Reid Moore, Jr., Esq
Law Offices Of Reid Moore, Jr.
50 Cocoanut Row
Palm Beach, FL 33480

DOMESTIC FILING

NAME: PALM BEACH YACHT & SPORTING
MUSEUM, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kelly Courtney - EXT.

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION
FOR
PALM BEACH YACHT & SPORTING MUSEUM, INC.
A NOT FOR PROFIT CORPORATION

FILED
02 DEC 23 PM 2:30
CLERK OF DISTRICT COURT
PALM BEACH, FLORIDA
EFFECTIVE DATE
12-20-02

The undersigned, acting as Incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I – NAME

The name of the corporation shall be Palm Beach Yacht & Sporting Museum, Inc.

ARTICLE II – DURATION

The corporation shall begin its existence on December 20, 2002, and shall have perpetual existence.

ARTICLE III – PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business of the corporation shall be 50 Cocoanut Row, Palm Beach, Florida 33480, and the mailing address of the corporation shall be P.O. Box 2695, Palm Beach, Florida 33480.

ARTICLE IV – PURPOSES

The specific purposes for which the corporation is organized are as follows:

- A. To own and operate as a floating museum the oldest documented large wooden motor yacht in America, namely the 70 Foot Mathis Trumpy named "Ibis" built in Camden, New Jersey in 1912.
- B. To educate students at all levels on American maritime history, and/or on skills of construction, repair and maintenance of historic seaworthy yachts, and/or the preservation of the marine environment and/or on the methods and manners of operating a passenger yacht for short term outings and long term cruises to obtain charitable donations.
- C. To educate students at all levels of the historic significance and environmental importance of historical motor vehicles.
- D. To develop curriculum in the abovesaid yacht and motor vehicle education for all interested persons.

E. To perform all acts necessary or appropriate to carry out the purposes set forth in A, B, C and D above, including all types of fund raising events.

F. Notwithstanding any other provision of these articles, the purposes for which the corporation is organized are exclusively religious, charitable, scientific, testing for public safety, literary, and/or educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE V – ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed shall be as set forth in the By-Laws of the corporation to be adopted by the Incorporator of the corporation.

ARTICLE VI – MEMBERSHIP

The manner in which persons shall become members of the corporation shall be as set forth in the By-Laws of the corporation.

ARTICLE VII – LIMITATION OF CORPORATE POWERS

No Part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization 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 an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE VIII – INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent is Reid Moore, Jr., and the street address of the initial registered office is 50 Cocoanut Row, Palm Beach, Florida 33480.


ARTICLE IX - DISTRIBUTION OF ASSETS UPON DISSOLUTION

The assets of the corporation upon dissolution of the corporation shall be transferred for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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 in 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 - INCORPORATOR

The name and street address of the Incorporator for these Articles of Incorporation are Reid Moore, Jr. and 50 Cocoanut Row, Palm Beach, Florida 33480.

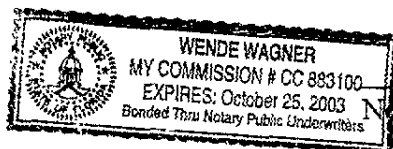
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20th day of December, 2002.



REID MOORE, JR.

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, an authority authorized to take oaths and acknowledgments in the state and county aforesaid, personally appeared REID MOORE, JR., to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed said articles for the purposes therein expressed.

WITNESS my hand and official seal this 20th day of December, 2002.




Notary Public

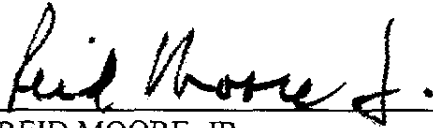
CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING REGISTERED OFFICE AND REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED

In compliance with Chapter 617.0501, Florida Statutes, the following is submitted pursuant to said Act:

That PALM BEACH YACHT & SPORTING MUSEUM, INC., desiring to organize under the Laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, in the County of Palm Beach, State of Florida, at 50 Cocoanut Row, Palm Beach, Florida 33480, has named Reid Moore, Jr. at that address as its Registered Agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at the registered office designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions in said Act relative to keeping open such registered office.


REID MOORE, JR.
Registered Agent

FILED
02 DEC 23 PM 2:30
SECRET
TALLAHASSEE FLORIDA