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BASIC AMENDMENT

S/S NORWAY RELIEF AND MEMORIAL FUND INC.

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**CERTIFICATE
OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION
FOR
S/S NORWAY RELIEF AND MEMORIAL FUND INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Colin Veitch, Chair of the Board of Directors of S/S Norway Relief and Memorial Fund Inc. ("Norway Fund"), in conformance with the requirements of Section 617.1007 of Florida Statutes, DOES HEREBY CERTIFY that:

1. There are amendments contained in the attached Amended and Restated Articles of Incorporation;
2. Norway Fund has no members; and
3. The amendment and restatement of the Articles of Incorporation for Norway Fund and the amendments to the attached Amended and Restated Articles of Incorporation were approved by the Board of Directors of Norway Fund by unanimous written consent on September 29, 2003.

IN WITNESS WHEREOF, I have subscribed my name this 29th day of September, 2003.



COLIN VEITCH

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
S/S NORWAY RELIEF AND MEMORIAL FUND INC.**

Pursuant to Florida Statutes § 617.1007, S/S Norway Relief and Memorial Fund Inc. hereby amends and restates its Articles of Incorporation as follows:

- FIRST:** The name of the corporation is S/S Norway Relief and Memorial Fund Inc.
- SECOND:** The corporation is organized exclusively to establish a benevolent fund for the families who lost loved ones as well as for the crew members critically injured as a result of the May 25, 2003 accident on the S/S Norway. In pursuance of these purposes, the corporation shall have the power to engage in all charitable, education, literary and scientific purposes within the meaning of Sections 170(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including:
1. Expend its funds directly to accomplish one or more purposes described in Sections 170(c)(1) and 170(c)(2) of the Code;
 2. Make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code; and
 3. Engage in any and all lawful activities necessary for, or incidental to, the foregoing purposes.
- THIRD:** The members of the Board of Directors shall be elected in the manner provided in the Bylaws for the election of directors.
- FOURTH:** No part of the assets or net earnings of the corporation shall inure to the benefit of, or be distributable to its 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 set forth in these Articles of Incorporation. 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 Code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code. The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Code. The corporation will not retain any excess business holdings as defined in section 4943(c) of the Code. The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Code. The corporation will not make any taxable expenditures as defined in section 4945(d) of the Code.

Upon the 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 of the assets of the corporation in furtherance of the charitable, educational, literary, and scientific purposes of the corporation, or to such organization or organizations organized and operated exclusively for charitable, religious, educational, literary, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Code, as the Board of Directors shall determine. 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.

IN WITNESS WHEREOF, the undersigned corporation has caused these Amended and Restated Articles of Incorporation to be executed in its name by the Chair of its Board of Directors this 29th day of September, 2003.


Colin Veitch