

FROM: CARLTON.FIELDS.SEL

FAX NO.: 813 229-4133

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FLORIDA NON-PROFIT CORPORATION

Salt Tampa, Inc.

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ARTICLES OF INCORPORATION
OF
SAIL TAMPA, INC.

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The undersigned incorporator to these articles of incorporation hereby forms a not for profit corporation (the "Corporation") under the laws of the State of Florida as follows:

ARTICLE I

Name, Principal Place of Business, and Mailing Address

The name of the Corporation is: Sail Tampa, Inc. The street address of the principal office and mailing address of the Corporation is: 11705 Boyette Road, Suite 402, Riverview, Florida 33569.

ARTICLE II

Term of Existence

The date when corporate existence shall commence shall be the date of the filing of these articles of incorporation by the office of the Florida Department of State and the Corporation shall have perpetual existence thereafter.

ARTICLE III

Purpose

The Corporation is organized and shall be operated exclusively for religious, charitable, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including, without limitation, for such purposes the following:

1. Negotiation and facilitation of bringing tall ships to the City of Tampa, Florida on an annual basis for the betterment of the general public in the City of Tampa, Florida, the education of youth in the art of sailing and maritime history, and the participation and involvement of underprivileged youth in sailing.

The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual, and no part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation.

ARTICLE IV

Members

The Corporation shall not have any members.

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ARTICLE V**Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 11705 Boyette Road, Suite 402, Riverview, Florida 33569, and the name of its initial registered agent at such address is Lois Allen.

ARTICLE VI**Directors**

The Corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time and their election and appointment shall be as specified in the bylaws of the Corporation, provided that the Corporation shall always have at least three directors. The name and address of each initial director of the Corporation who shall serve until his successor is duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Lois Allen	11705 Boyette Road Suite 402 Riverview, Florida 33569
Martyn Allen	11705 Boyette Road Suite 402 Riverview, Florida 33569
Denise Cormier	11705 Boyette Road Suite 402 Riverview, Florida 33569

ARTICLE VII**Incorporator**

The name and address of the incorporator signing these articles of incorporation are:

<u>Name</u>	<u>Address</u>
Lois Allen	11705 Boyette Road Suite 402 Riverview, Florida 33569

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ARTICLE VIII
Amendment

The board of directors shall have the power to alter or amend these Articles of Incorporation as set forth in the bylaws of the Corporation.

ARTICLE IX
Dissolution

Upon a dissolution of the Corporation, the residual assets of the Corporation will be turned over to one or more organizations which are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusive public purpose.

ARTICLE X
Indemnification

No director of the Corporation shall be personally liable to the Corporation or its members for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Not For Profit Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Not For Profit Corporation Act is amended after the filing of these Articles of Incorporation of which this Article XI is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Not For Profit Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the directors or members of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 14th day of October 2003.


Lois Allen, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 14th day of October 2003.

Registered Agent:


Lois Allen

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