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Account Name : PIPER MARBURY RUDNICK & WOLFE
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Phone : (813)229-2111
Fax Number : (813)229-1447

FLORIDA NON-PROFIT CORPORATION

Sportsmen Protecting Ocean Resources Together (Sport

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**ARTICLES OF INCORPORATION
OF
SPORTSMEN PROTECTING OCEAN RESOURCES
TOGETHER (SPORT), INC.**

The undersigned, acting as incorporator, adopts these Articles of Incorporation and form a not for profit corporation (the "Corporation") under the Florida Not for Profit Corporation Act (the "Act"), as follows:

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Article I Name

The name of the Corporation is Sportsmen Protecting Ocean Resources Together (SPORT), Inc.

Article II Term of Existence

The Corporation will have perpetual existence.

Article III Purposes

The purposes for which the Corporation is formed are to establish, maintain, and administer educational, research, environmental and civic projects itself and from time to time in partnership with other nonprofit organizations, educational and research institutions and conservation organizations to: protect the sustainability of marine fisheries, help alleviate or correct problems caused by over utilization or mismanagement of marine resources, provide more reliable scientific analysis of marine fisheries, increase the general public's knowledge of and awareness of fishery populations, reduce or alleviate environmental damage, and, where necessary, promote reasonable and effective private, recreational, commercial and governmental fisheries management policies through direct participation, and fundraising, education, involvement, activism. The Corporation will also engage in cooperative fisheries research, educational and fundraising events such as fishing tournaments and environmental clean up events, marine habitat reconstruction and development, reef building, and the like.

Article IV Members

The Corporation shall have three classes of members referred to as General Members, Advisory Members and Governing Members. Governing Members shall also mean the Corporation's Board of Directors. Only the Governing Members/Directors shall be entitled to vote at meetings of members of the Board of Directors of the Corporation as and to the extent provided in the Bylaws of the Corporation. Advisory Members provide advice and consult with the Governing Members. General Members are those who have contributed general membership dues to the Corporation, and may be terminated by vote of the Board of Directors and as provided in the Bylaws. Beginning on the 2nd annual meeting of General Members, each General Member is entitled to vote and a plurality of General Members at such annual meeting during which a quorum is present elects 2 General Member representatives who will serve as Governing Members

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on the Board of Governing Members. Advisory Members and General Members do not vote on issues of governance of the Corporation. All other conditions of membership shall be as specified in the Bylaws of the Corporation. Membership is not transferable.

Article V Powers

The Corporation will have all powers granted by law to not-for-profit corporations subject to the limitations described elsewhere in these Articles of Incorporation and as may be required in order for the Corporation to maintain its nonprofit and tax-exempt status under both Florida law and the Internal Revenue Code of 1986, as amended from time to time, or its successor laws and regulations (the "Code"). No substantial part of the activities of the Corporation will be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation will 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 these Articles of Incorporation, the Corporation will 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. In attempting to fulfill the general nature of the objects of this Corporation, and to ensure that it meets with the requirements of an exempt organization under Section 501(c)(3) of the Code, the Corporation will strictly adhere to the following:

(1) No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, member, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, trustee, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the Corporation's assets upon dissolution of the Corporation.

(2) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation except as otherwise provided by section 501(h) of the Code, and the corporation shall not influence legislation or participate in, or intervene (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

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

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Article VI Dissolution

In the event of dissolution or final liquidation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all the lawful debts and liabilities of the Corporation, be distributed first to be distributed to the Rottman Memorial Scholarship Fund (the "Fund")(if then in existence and exempt under 501(c)(3) of the Code), and if not to the Fund, to another organization exempt under section 501(c)(3) of the Code, with similar purposes, provided however, if such an organization does not exist or otherwise cannot be found after reasonable inquiry, the board of directors shall select another organization exempt under section 501(c)(3) of the Code to receive such assets and property, or to the Federal government, or state or local government for a public purpose.

Article VII Principal Office

The principal office and mailing address of the Corporation is 101 East Kennedy Boulevard, Tampa, Florida 33602.

Article VIII Initial Directors/ Governing Members and Officers

The Corporation will have 6 Governing Members initially. References herein or in the By-Laws of the Corporation to Directors means Governing Members. Governing Members may be elected, removed from office and hold office as provided in the Bylaws of the Corporation. The number of Governing Members may be increased or decreased from time to time as provided in the bylaws of the Corporation, provided that the Corporation will always have at least 3 directors. The names and addresses of the initial 6 Governing Members of the Corporation, who will serve until their successor(s) are duly elected and qualified, are:

Name/Office of Governing Members

Address

Dennis O'Hern
Governing Member, Chairman
and President

8228 Denise Drive
Seminole, FL 33777

Scott McPherson
Governing Member

5723 Main Street
New Port Richey, FL 34652

John Schmidt
Governing Member

26 Cypress Drive
Palm Harbor, FL 34684

Jason DeLaCruz
Governing Member

12124 Lillian Avenue
Seminole, FL 33778

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Name/Office of Governing Members

Address

Paul Kerr
Governing Member

4711 54th Avenue North
St. Petersburg, FL 33714

Ed Walker
Governing Member

3219 Bluff Blvd.
Holiday, FL 34691

Article IX Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 101 East Kennedy Boulevard, Suite 2000, Tampa, Florida 33602-5149 and the name of its initial registered agent at such address is Scott Weber.

Article X Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:

Name

Address

Scott P. Weber

c/o Piper Rudnick LLP
101 E. Kennedy Boulevard, Suite 2000
Tampa, FL 33602-5149

Article XI Bylaws

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

Article XII Indemnification

The Corporation will indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

Article XIII Amendment

These Articles of Incorporation may be amended in the manner provided by law.

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated in these Articles of

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Incorporation, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: March 2, 2004

Scott P. Weber
Scott P. Weber
Registered Agent

Dated: March 2, 2004

Scott P. Weber
Scott P. Weber
Incorporator

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