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CORPORATIONS
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CAPITAL CONNECTION, INC.

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Jacksonville Area Ship Repair
Association, Inc.

☒ Art of Inc. File _____
☐ LTD Partnership File _____
☐ Foreign Corp. File _____
☐ L.C. File _____
☐ Fictitious Name File _____
☐ Trade/Service Mark _____
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**ARTICLES OF INCORPORATION
OF
JACKSONVILLE AREA SHIP REPAIR ASSOCIATION, INC.
(A FLORIDA CORPORATION NOT FOR PROFIT)**

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida for the formation of corporations not for profit, Chapter 617, Florida Statutes, we, the undersigned, hereby associate ourselves into a corporation for the purpose and with the powers hereinafter mentioned.

**ARTICLE I
CORPORATE NAME AND PRINCIPAL OFFICE**

The name of this corporation is JACKSONVILLE AREA SHIP REPAIR ASSOCIATION, INC. The street and mailing address of the principal office of this corporation is 501 West Bay Street, Jacksonville, Florida 32202.

**ARTICLE II
TERM OF EXISTENCE**

The corporation shall exist perpetually. The time of the commencement of the corporation's existence is the date and time of the filing of these Articles of Incorporation by the Department of State.

**ARTICLE III
PURPOSES**

The general purposes of the corporation are as follows:

(a) For business purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(6) of the Internal Revenue Code (or corresponding sections of any future federal tax code).

(b) To maintain high professional standards in the South Atlantic and Jacksonville, Florida ship repair industry; to promote competition within the industry; to serve its member companies in the private sector; to promote the interest of the ship repair industry by educating the general community; to establish and maintain the integrity of the ship repair industry in the stated geographical area; to encourage the use of the goods and services of the members of the Corporation; to advance, encourage, promote, increase and protect, by any and all legitimate methods, the interests of South Atlantic ship repair companies, especially in respect to the ship

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repair industry; to use and employ any and all legitimate means and influences to procure business and other advantages to its members; to encourage the location of new ship repair work in the vicinity of the South Atlantic area; to improve the local conditions and facilities connected with ship repair and commerce; to acquire, compile, disseminate and preserve useful information; to advertise in any and every legitimate manner the advantages of South Atlantic states; to provide and maintain offices, club quarters and other rooms or places for carrying out the above mentioned purposes, for encouraging closer social relations among those engaged in ship repair, and for stimulating interest and activity in matters pertaining to the commercial welfare, progress and prosperity of the members and the cities of the South Atlantic region; to provide training individuals for employment in the ship repair industry, and to do any and all things deemed beneficial or necessary to carry out any of the foregoing purposes.

(c) To do any and all things and exercise any and all powers, rights and privileges which a Florida corporation not for profit may now or hereafter be organized to do under the Florida Not For Profit Corporation Act or any Act amendatory thereof, supplemental thereto, or in substitute thereof

ARTICLE IV **NON STOCK CORPORATION**

The corporation shall be non stock, and no dividends or pecuniary profits shall be declared or paid to the members thereof.

ARTICLE V **REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the initial registered office of the corporation in the State of Florida shall be:

Richard K. Jones
501 West Bay Street
Jacksonville, Florida 32202

ARTICLE VI **DIRECTORS**

The powers, business and affairs of the corporation shall be managed by and directed by the Board of Directors in accordance with these Articles of Incorporation and the Bylaws. This corporation shall have not less than three (3) directors initially. The number of directors may be increased or diminished from time to time by the Bylaws. The initial Board of Directors shall consist of the following:

Robert P. Birtalan
11191 Schooner Court
Jacksonville, Florida 32225

Gary Million
2314 Peach Drive
Jacksonville, Florida 32246

Joe O'Connor
350 11th Street
Atlantic Beach, Florida 32233

ARTICLE VII

INCORPORATOR

The name and address of the incorporator of this corporation is as follows:

Richard K. Jones
501 West Bay Street
Jacksonville, Florida 32202

ARTICLE VIII **MEMBERSHIP**

The corporation shall have one class of members; however, members may be classified into various types of membership all of which shall be considered to be of the same class. Types of members may be defined and specified in relationship to size or type of work performed or facilities operated by the member. Defined types of members may include, but shall not be limited to, Large Ship Repairers, Ship Repairers, Ship Repair Sub-Contractors, and Supplier / Service / Other entities. Different types of members may be assessed different dues and may occupy different Board of Director's positions. Any individual, corporation or other entity doing business in the Jacksonville, Florida area that is involved in the ship repair industry or is otherwise willing to contribute to the Corporation shall be eligible for membership. Applications for membership shall be made to the Board of Directors. Upon approval by a majority of the Board of Directors and upon compliance with such other conditions as the Board may determine, an applicant shall be entitled to membership. Members shall have no right to vote except that each member shall be entitled to vote at the election of the Board of Directors as more specifically set forth in the By-Laws.

ARTICLE IX
INCOME AND DISTRIBUTION

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Section 501(c)(6) purposes. 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 by a corporation exempt from federal income tax under Section 501 (c)(6) of the Internal Revenue Code (or corresponding section of any future federal tax code).

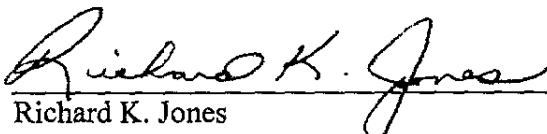
ARTICLE X
NON PROFIT NATURE AND DISTRIBUTION
OF ASSETS UPON DISSOLUTION

This corporation is not organized for a pecuniary profit. It shall not have any power to issue certificates of stock or declare dividends, and no part of its receipts shall inure to the benefit of any member, director, or individual. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for one or more of the purposes specified under Section 501 (c)(6) of the Internal Revenue Code of 1986, as amended, and shall have at that time qualified as an exempt organization or organizations under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law) 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 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.

XI
AMENDMENT

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

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Jacksonville, Duval County, Florida, for the uses and purposes aforesaid this 21st day of September, 2005.


Richard K. Jones

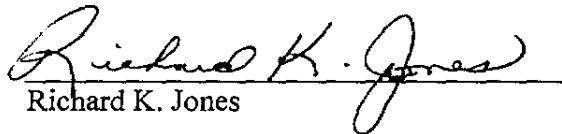
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First . That THE JACKSONVILLE AREA SHIP REPAIR ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation at City of Jacksonville, County of Duval, State of Florida, has named Richard K. Jones, 501 West Bay Street, Jacksonville, Florida 32202, as its Agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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


Richard K. Jones

Registered Agent

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