

FEB. 21. 2008 1:08 PM

CAPITAL CONNECTION

NO 4772

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**NO80000001801**

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**To:**

**Division of Corporations  
Fax Number : (850) 617-6381**

**From:**

**Account Name : YOUR CAPITAL CONNECTION, INC.  
Account Number : I200000000257  
Phone : (850) 224-8870  
Fax Number : (850) 224-7047**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**2008 FEB 21 PM 4: 25**

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**F.I.N. SEA FOUNDATION INC.**

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**T. Burch FEB 22 2008**

**F.I.N. SEA Foundation Inc.  
Articles of Incorporation  
A Florida Corporation, Not for Profit**

In compliance with Chapter 617, Florida Statutes, and in accordance with other provisions of the laws of the State of Florida for the formation of a corporation not-for-profit, we, the undersigned, hereby associate ourselves into a corporation for the purpose and with the powers hereinafter mentioned, and to that end we do, by these Articles of Incorporation, set forth.

**ARTICLE I - NAME**

The name of this Corporation shall be F.I.N. Sea Foundation Inc.

**ARTICLE II: PRINCIPLE OFFICE**

The initial principal place of business address of this corporation shall be:  
3282 Gifford Lane Miami, FL 33133

The initial mailing address of this corporation shall be:  
149 South Barrington Ave # 22B Los Angeles, CA 90049

**ARTICLE III - PURPOSES**

This Corporation is organized for the following purposes:

- 1) F.I.N. Sea Foundation Inc. is organized for charitable, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 2) The F.I.N. Sea Foundation's purpose will be to enhance environmental awareness and appreciation while empowering students from disadvantaged backgrounds to become community leaders and effect positive change in our natural world. It is anticipated that the Foundation will distribute most, if not all, of its assets on an annual basis. The entities to which the Foundation makes donations will be chosen entirely in the discretion of the Board of Directors of the Foundation.
- 3) The Foundation may engage in a variety of fund-raising activities, including, But, not limited to: charitable excursions, charitable events, etc. All proceeds of any such activities would be donated by the Foundation to other tax-exempt, charitable organizations.

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**ARTICLE IV - MEMBERSHIP**

- 1) F.I.N. Sea Foundation Inc. shall initially include three members. The number of Directors may change from time to time, pursuant to the Bylaws, but shall never be less than three.
- 2) Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

**ARTICLE V - INITIAL DIRECTORS/OFFICERS**

(1) Board of Directors F.I.N. Sea Foundation Inc. shall have three directors. The number of directors shall either be increased or diminished from time to time by the bylaws but shall never be less than three. The Names and Addresses of the Board of Directors are:

- 1) Jill Richardson - 3282 Gifford Lane Miami, Fl 33133
- 2.) Amy Diamond - 12750 Pacific Ave Los Angeles, CA 90066
- 3.) Erin Borger - 3282 Gifford Lane Miami, Fl 33133

(2) Corporate Officers. The members of the corporation shall elect the following officers: President, Vice President, and Treasurer, and such other officers as the bylaws of this corporation may authorize the members to elect from time to time. Such officers shall be initially elected, prior to the first annual meeting of members to take place after incorporation, in an election held according to the provisions of the bylaws of the corporation. Until such election is held, the following persons shall serve as corporate officers:

- 1) Jill Richardson - Vice Pres- 3282 Gifford Lane Miami, Fl 33133
- 2.) Amy Diamond - President- 12750 Pacific Ave Los Angeles, CA 90066
- 3.) Erin Borger - Sec- 3282 Gifford Lane Miami, Fl 33133

**ARTICLE VI - AMENDMENTS TO BYLAWS**

As permitted by Section 617.0206, Florida Statutes, as amended or superseded from time to time, subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not for Profit Law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this Corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted by a majority of the Board of Directors present at any meeting; provided, that notice of the proposed change is mailed to each member at least fifteen (15) days prior to such meeting.

**ARTICLE VII-AMENDMENTS TO ARTICLES**

These Articles of Incorporation may be amended as provided by law. No amendments are permitted which would cause any loss of the corporation's status under section 501 (c) (3) of the code. Amendments may also be made at a regular meeting of the membership upon a one (1) month notice given, by a two-thirds (2/3) vote of those members present.

**ARTICLE VIII - DURATION**

This Corporation is to exist perpetually unless dissolved according to law.

**ARTICLE IX - NO PRIVATE INUREMENTS;  
RESTRICTIONS ON ACTIVITIES**

- 1) No part of the net earnings of the F.I.N. Sea Foundation Inc. shall inure to the benefit of, or be distributable to its members, trustees, 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 Article III hereof.
- 2) 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.
- 3) Notwithstanding any other provision of these Articles, F.I.N. Sea Foundation Inc. 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 code or (b) by the organization's contributions which are deductible under section 170 (c) (2) of the Code, or the corresponding section of any future federal tax code.

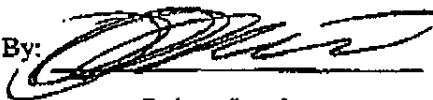
**ARTICLE X: DISTRIBUTION UPON DISSOLUTION**

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the 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 by a Court of Competent Jurisdiction in Florida exclusively for such purposes as the court shall determine.

**ARTICLE XI - REGISTERED AGENT/INCORPORATOR**

The name and address of the registered agent shall be A.R.S. & Associates Inc. located at 20810 West Dixie Highway North Miami Beach, FL 33180. I hereby am familiar with and accept the duties and responsibilities as Registered Agent.

By:

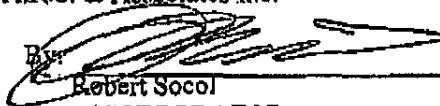


Robert Socol

The name and address of the incorporator shall be Robert Socol c/o ARS & Associates Inc located at 20810 West Dixie Highway North Miami Beach, FL 33180

A.R.S. & Associates Inc.

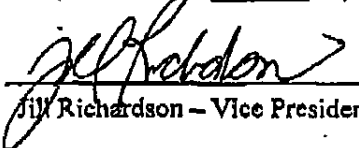
By:



Robert Socol

INCORPORATOR

IN WITNESS WHEREOF, the undersigned, being the incorporator for the purpose of forming a Corporation pursuant to the Florida Not of Profit Corporation Act, Chapter 617, Florida Statutes, has signed these Articles of Incorporation This 21 day of February, 2008

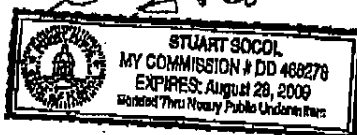


Jill Richardson - Vice President

STATE OF FLORIDA)  
COUNTY OF DADE)

BEFORE ME, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared Jill Richardson

IN WITNESS THEREOF, I have hereunto set my hand and affixed my official seal this 21 day of February, 2008



NOTARY PUBLIC, STATE OF FLORIDA