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FLORIDA PROFIT/NON PROFIT CORPORATION

The Indigo Foundation, Inc.

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ARTICLES OF INCORPORATION
OF
THE INDIGO FOUNDATION, INC.

I, the undersigned Incorporator to these Articles of Incorporation, natural person, competent to contract, do hereby form a corporation for nonprofit purposes under the laws of the State of Florida pursuant to Chapter 617 of the Florida Statutes.

ARTICLE I. CORPORATE NAME

The name of this corporation shall be THE INDIGO FOUNDATION, INC.

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of THE INDIGO FOUNDATION, INC. shall be 11523 Palm Brush Trail, Suite 124, Lakewood Ranch, Florida 34202.

ARTICLE III. PURPOSE

Section 1: The purpose of this organization is to provide support to not-for-profit organizations engaged in the protection and preservation of marine life, habitat and resources as well as any other qualified charitable purpose as defined in Section 501(c)(3) of the Internal Revenue Code and Regulations.

Section 2: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director, Officer, or member of the Corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation, and reasonable expenses may be paid thereto, affecting one or more of the Corporation's purposes), and no Director or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the Corporate assets on dissolution of the

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Corporation. No substantial part of the activities of the Corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office, at any time.

Section 3: The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income as proposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws.

Section 4: The Corporation shall not engage in any acts of self dealing, as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws.

Section 5: The Corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws.

Section 6: The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax law.

Section 7: The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent Federal tax laws.

Section 8: Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue

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Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170.C.2 of the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended.

Section 9: 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 of 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 charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the County of Manatee, in which the principle office of the Corporation is to be located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV. TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing upon the filing of these Articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The street address of the initial registered office of this corporation shall be 12015 Summer Meadow Drive, Bradenton, Florida 34202, and the initial registered agent at such address will be Stephen C. Himmel. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

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ARTICLE VI. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is Stephen C. Himmel, 6719 Ladyfish Trail, Lakewood Ranch, Florida 34202.

ARTICLE VII. BOARD OF DIRECTORS

This corporation shall have four (4) directors initially, elected as set forth in the by-laws. The number of Directors may be increased or diminished from time to time, but shall never be less than three (3).

ARTICLE VIII. INITIAL DIRECTORS

The name of the initial Directors of this corporation and their street addresses are:

Stephen C. Himmel	6719 Ladyfish Trail Lakewood Ranch, Florida 34202
Keely Himmel	6719 Ladyfish Trail Lakewood Ranch, Florida 34202
Kristin Shamlou, J.D.	1507 Oak Forest Drive Ormond Beach, Florida 32174
Kambiz Shamlou, M.D.	1507 Oak Forest Drive Ormond Beach, Florida 32174

ARTICLE IX. OFFICERS

The executive officers of this corporation shall be a President, Vice-President, Secretary and Treasurer. The corporation may also have such other officers and agents as may be deemed necessary and all such officers and agents shall be chosen in such manner, hold their offices for such terms, and have such powers and duties as may be prescribed by the by-laws or determined by resolution of the Board of Directors not inconsistent with the by-laws.

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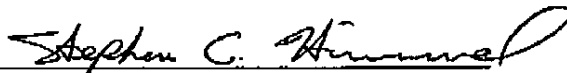
ARTICLE X. SOLICITATION OF FUNDS

If the corporation should solicit funds and contributions in furtherance of its stated purpose, it shall file a registration statement with the Division of Consumer services of the Department of Agriculture and Consumer Affairs, as required by Florida Statute 496.401 through 496.424.

ARTICLE XI. AMENDMENT

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein to directors and officers are subject to this reserve power.

IN WITNESS WHEREOF, I, the undersigned Incorporator, for the purposes of forming a corporation not for profit pursuant to the laws of the State of Florida, do make, subscribe and acknowledge this certificate and I have hereunto duly executed the foregoing Articles of Incorporation to be filed in the office of the Secretary of State of Florida, Internal Revenue Code Section 501(c)(3), for the purposes therein set forth.


Stephen C. Himmel, Incorporator

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITH THIS STATE, NAMED AGENT
UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 617.0501, Florida Statutes, the following is submitted in compliance with said Act:

The name and the Florida street address of the registered agent and office of THE INDIGO FOUNDATION, INC., are: Stephen C. Himmel, 12015 Summer Meadow Drive, Bradenton, Florida 34202.

ACKNOWLEDGMENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Stephen C. Himmel
Registered Agent

DATED this the 31 day of July, 2008.

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