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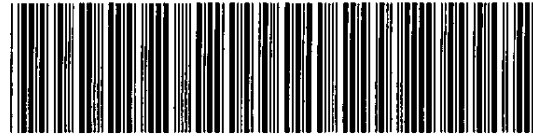
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TALLAHASSEE, FLORIDA

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KIMBERLY FITZPATRICK PELL

Attorney at Law

**514 Magnolia Avenue
Panama City, Florida 32401**

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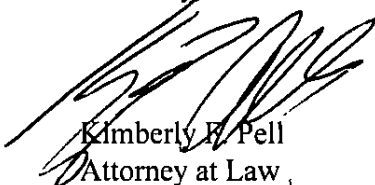
August 18, 2008

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

re: ***Institute of Diving Foundation, Inc.***

Enclosed please find an original and two copies of the Articles of Incorporation for the ***Institute of Diving, Inc.***, along with a check in the amount of **\$87.50** to cover the filing fee, a certified copy, and a Certificate of Status. Please return the certified copy and Certificate of Status to me at the letterhead address. I appreciate your assistance and look forward to receiving the documents.

Sincerely,



Kimberly F. Pell
Attorney at Law

cc: Michael Zinszer, President/CEO

INSTITUTE OF DIVING FOUNDATION

**ARTICLES OF INCORPORATION
OF THE
INSTITUTE OF DIVING
FOUNDATION, INC.**

August 18, 2008

ARTICLES OF INCORPORATION
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ARTICLE I--NAME

The name of the Corporation shall be *The Institute of Diving Foundation, Inc.*

ARTICLE II--PRINCIPAL OFFICE

The principal street and mailing address for the Institute of Diving Foundation, Inc., shall be:

*17314 Panama City Beach Parkway
Panama City Beach, Florida 32413*

ARTICLE III-PURPOSES

The Institute of Diving Foundation, Inc., is a nonprofit corporation organized solely for general charitable and educational purposes as set forth in the Florida Not For Profit Corporation Act. This corporation shall operate exclusively for such charitable, educational, and cultural purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations qualifying as tax-exempt organizations under that Code.

The main purpose is to support, foster and perpetuate the Institute of Diving, the Museum of Man in the Sea, the International Underwater Science Center, and other charitable purposes. This mission is accomplished by providing financial and other support for these and other organizations qualifying as tax-exempt organizations under Section 501(c)(3) which are

dedicated to the presentation, preservation, and restoration of the history and artifacts of human undersea activities of any nature; and promoting the future of human undersea exploration, activities, and development.

The Institute of Diving Foundation, Inc., shall not, as a substantial part of its activities, carry out propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of 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:

- (a) by a corporation exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue Law) or
- (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

This provision shall govern over any conflicting term or provision of this Articles.

ARTICLE IV--DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, trustee, or member thereof, or to the benefit of any private individual, 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.

The Institution of Diving Foundation, Inc. will earn the majority of its funds through sponsorship of other non profit / charitable organizations, sponsorship for specific historical or educational presentations or programs aimed at educating the world community at large, dollars collected for entrance into the Museum of Man in the Sea to view its historical exhibits, educational, and cultural programs, and membership dues paid to the Foundation to go towards the operations of the museum. Other funds will be acquired through endowments such as Federal and State Grant programs as well as private funding sources, including but not limited to individual donations, corporate and private endowment programs.

ARTICLE V--BOARD OF DIRECTORS AND OFFICERS

The Bylaws shall provide the method of election of all Directors, and the number of Directors may be raised or lowered by amendment of the bylaws but shall in no case be less than three. The Board of Directors shall consist, at a minimum, of the Chairman of the Board, the Vice-Chairman of the Board, and the President/CEO of the Foundation. Officers of the Corporation shall be elected and may be removed by the Board of Directors at such time and in such manner as may be prescribed by the Bylaws.

The names, addresses, and titles of the initial Board of Directors shall be:

Michael A. Zinszer, President/CEO
102 Loyola Lane
Panama City, Florida 32401

Dave Thompson, Treasurer/CFO
139 Grand Lagoon Shores Drive
Panama City Beach, Florida 32408

Kimberly Fitzpatrick, Secretary
514 Magnolia Avenue
Panama City, Florida 32401

Bob Barth, Chairman
4143 Harlan Shope Road
Panama City, Florida 32404

Gary Bliss
Florida State University - Panama City
4750 Collegiate Drive
Panama City, Florida 32405

Christopher E. Geertz, M.D.
7609 Laird Street
Panama City Beach, Florida 32408

Patrick M. Green
7609 Sunset Avenue
Panama City Beach, Florida 32408

Blades Robinson, Vice-Chairman
Post Office Box 1616
Vero Beach, Florida 32961-1616

ARTICLE VI--POWERS OF THE CORPORATION

This corporation shall be empowered to perform all lawful activities and functions falling within the purposes set forth in these Articles of Incorporation. These powers shall include, but not be limited to, the following:

- (a) Have succession by its corporation name for the period set forth in its Articles of Incorporation.
- (b) Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

- (c) Adopt and use a common corporate seal and alter the same; provided, however, that such seal shall always contain the words "not for profit corporation."
- (d) Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation.
- (e) Adopt, change, amend and repeal by-laws, not inconsistent with or its Articles of Incorporation, for the administration of the affairs of the Corporation and the exercise of its corporate powers.
- (f) Increase or decrease, by a vote of its members cast as the by-laws may direct, the number of its directors, officers, or members;
- (g) Make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchise or income.
- (h) Conduct its affairs, carry on its operations, and have offices and exercise the powers granted under Chapter 617, Florida Statutes, in any state, territory, district, of possession of the United States or any foreign country.
- (i) Purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated.
- (j) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interests under or therein.
- (k) Sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets..
- (l) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporation, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or any instrumental thereof.
- (m) Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

- (n) Make donations for the public welfare or for charitable, education and cultural purposes.
- (o) Have and exercise all powers necessary or convenient to affect any or all of the purposes for which the Corporation is organized.

Voting and appointment of Directors of the Corporation are to be determined as set forth in the By-Laws.

ARTICLE VII--DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this corporation, the assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to one or more nonprofit funds, foundations or corporations organized and operated exclusively for charitable or educational purposes which have established tax exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

ARTICLE VIII--AMENDMENTS TO ARTICLES OF INCORPORATION AND BY-LAWS

Amendments to Articles of Incorporation may be proposed and adopted, and the By-Laws may be made, altered, or rescinded, by a majority vote of the Board of Directors.

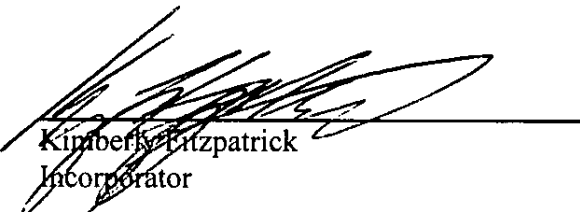
ARTICLE V--INITIAL REGISTERED AGENT

The initial Registered Agent of the Institute of Diving Foundation shall be *Kimberly Fitzpatrick, 514 Magnolia Avenue, Panama City, Florida 32401.*

ARTICLE VI--INCORPORATOR

The name and address of the Incorporator is Kimberly Fitzpatrick, 514 Magnolia Avenue, Panama City, Florida 32401.

Having been named as registered agent to accept service of process for the Institute of Diving Foundation, Inc., at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Kimberly Fitzpatrick
Incorporator

August 18, 2008



Kimberly Fitzpatrick
Registered Agent

August 18, 2008

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TALLAHASSEE, FLORIDA