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FLORIDA PROFIT/NON PROFIT CORPORATION

SAVE OUR SEAS FOUNDATION (US), INC.

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**ARTICLES OF INCORPORATION  
OF  
SAVE OUR SEAS FOUNDATION (US), INC.**

The undersigned, acting as incorporator of Save Our Seas Foundation (US), Inc. under the Florida Not For Profit Corporation Act, submits the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of the corporation is:

Save Our Seas Foundation (US), Inc. (the "Corporation")

**ARTICLE II. ADDRESS**

The street address of the initial principal office and the mailing address of the Corporation are:

Save Our Seas Shark Centre  
NOVA Southeastern University  
Oceanographic Center  
8000 North Ocean Drive  
Dania Beach, Florida 33004-3078

**ARTICLE III. DURATION AND COMMENCEMENT**

The Corporation will exist perpetually, commencing on the date these Articles of Incorporation are executed, unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence commences on the date of filing of these Articles of Incorporation.

**ARTICLE IV. PURPOSE**

The Corporation is organized as a corporation not-for-profit, exclusively for religious, charitable, educational, literary, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), or the corresponding provision of any future United States Internal Revenue Law. Within the scope of the foregoing, the purposes of the Corporation shall include, but not be limited to, the following:

1. engaging on a global basis in programs designed to (i) identify those parts of the oceans that contain unique species or that are otherwise unique, (ii) promote public awareness of these unique parts of the ocean and the need to preserve them and the species therein, (iii) cause international organizations to take action to preserve such parts of the ocean

and the species therein, (iv) fund scientific studies of the oceans to be utilized in the production of books, movies, and other videotapes to promote the protection of the oceans and their species, and (v) conduct other activities to promote better understanding of the oceans and the protection of their species.

2. promoting and facilitating domestic and foreign support, through contributions, grants and other forms of charitable giving, to organizations, whether foreign or domestic, conducting projects with the same or consistent purposes as those described in the preceding paragraph including the Save Our Seas Foundation, a foundation organized in Switzerland for such purposes; provided, however, that the Corporation is not required to remit or distribute any part of its funds to any other organization;

3. receiving, accepting, holding, administering, investing, allocating and disbursing grants, contributions, or other sources of funds as may from time to time be received by it from any person, persons, or corporations; and making expenditures or distributions for the foregoing purposes or for other scientific, educational, literary, charitable or religious purposes; and

4. engaging in any and all lawful activities that may be incidental or reasonably necessary to any of those purposes, and in doing so, exercising all other power and authority now or hereafter conferred upon corporations not for profit in the State of Florida.

Contributions received by the Corporation shall not be earmarked in any manner for ultimate receipt by another person and the Corporation's board of directors shall obtain and retain full control of the donated funds, and sole discretion as to their use, so as to insure that those funds will be used to carry out the Corporation's functions and purposes.

#### ARTICLE V. LIMITATIONS ON CORPORATE POWER

The corporate powers of the Corporation are as provided in Section 617.0302, Florida Statutes, except to the extent such powers are limited by the following provisions of this Article:

(a) No part of the assets or net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, unless such member, director, officer or other private person is itself an organization qualifying for exemption from federal income tax as an organization described by Section 501(c)(3) of the Code or the corresponding section of any future United States Internal Revenue Law and except as reasonable compensation for services rendered or to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Code), and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

(c) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation qualifying for exemption from federal income tax as an organization described in Section 501(c)(3) of the Code, or corresponding section of any future United States Internal Revenue Law, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future United States Internal Revenue Law.

#### ARTICLE VI. MEMBERS

The Corporation shall have one or more classes of members. The number of classes of members shall be regulated by the bylaws of the corporation, as shall the characteristics, qualifications, rights, limitations, and obligations attaching to each or any class of members and the manner of admission of members. The Corporation has no authority to issue capital stock.

#### ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The corporation designates 1201 Hays Street, Tallahassee, Florida 32301 as the street address of the initial registered office of the corporation and names Corporation Service Company as the corporation's initial registered agent at that address to accept service of process within this state.

#### ARTICLE VIII. DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors, which shall consist of such number of persons as shall be fixed by the bylaws from time to time, but shall not be less than three. The qualifications to serve as a director, the rights and powers of the directors, and the manner and selection of the directors shall be as specified in the bylaws of the Corporation.

#### ARTICLE IX. INITIAL BOARD OF DIRECTORS

The Corporation has three (3) directors initially, who shall serve until the organizational meeting of the Board of Directors or until their successors are elected and qualify. The names and addresses of the initial directors are:

Mahmood Shivji

Save Our Seas Shark Centre  
NOVA Southeastern University  
Oceanographic Center  
8000 North Ocean Drive  
Dania Beach, Florida 33004-3078

Richard Dodge

5106 Arthur Street  
Hollywood, Florida 33021

Christopher Richard Clarke

Marine Research Facility  
P.O. Box 10646  
Jeddah 21443 Sandi Arabia

#### ARTICLE X. INCORPORATOR

The name and street address of the incorporator are:

Name

Address

Alvin J. Geske

2099 Pennsylvania Ave., N.W.  
Suite 100  
Washington, D.C. 20006

#### ARTICLE XI. DISSOLUTION

In the event of the dissolution of the Corporation, the residual assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or corresponding section 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 the Circuit Court for 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. No part of the assets or net earnings of the Corporation may be distributed or inure to the benefit of any individual.

#### ARTICLE XII. INDEMNIFICATION

(a) The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Corporation or its subsidiaries. To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The Corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Corporation or its subsidiaries. The Corporation by action of its board of directors,

in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

The undersigned incorporator, for the purpose of forming a corporation not-for-profit under the laws of the State of Florida, has executed these Articles of Incorporation on March 17, 2009.

  
\_\_\_\_\_  
Alvin J. Geske  
Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

**WITNESSETH:**

That Save Our Seas Foundation (US), Inc., desiring to organize under the laws of the State of Florida, has named Corporation Service Company as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation at 1201 Hays Street, Tallahassee, Florida 32301, the undersigned corporation hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of a registered agent, and accepts the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 19 day of March, 2009

CORPORATION SERVICE COMPANY

By: William M. Edrington  
Name: William M. Edrington  
Title: Authorized Representative

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