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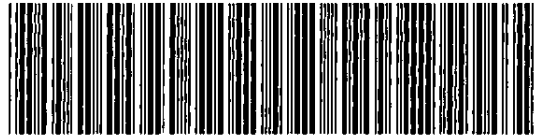
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TALLAHASSEE, FLORIDA

EP 6/30/09

KEYSER & WOODWARD, P.A.
ATTORNEYS AT LAW

POST OFFICE BOX 92
501 ATLANTIC AVENUE
INTERLACHEN, FLORIDA 32148

TIMOTHY KEYSER, J.D.
MICHAEL W. WOODWARD, J.D., M.A., M.ED.

TELEPHONE 386-684-4673
FACSIMILE 386-684-4674

25 June 2009

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Filing of Articles of Incorporation of Mariner's Museum, Inc.

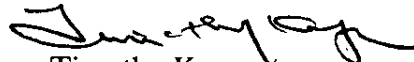
Dear Reader:

Enclosed please find an original articles of incorporation for the above-referenced corporation and a check totaling \$78.75 for the filing fee (\$35), the designation and acceptance of the resident agent (\$35), and for a certified copy of the articles (\$8.75).

Please return the certified copy to this office in the stamped return envelope provided for your convenience.

Thank you in advance for your assistance.

Sincerely,


Timothy Keyser

TK/mdw
enclosures
c: Mariner's Museum, Inc.



ARTICLES OF INCORPORATION
OF
MARINER'S MUSEUM, INC.

The undersigned, acting as incorporator of a corporation organized under Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I – NAME

The name of this corporation shall be: Mariner's Museum, Inc.

ARTICLE II – PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office of this corporation shall be at 116 Cheffey Road, Palatka, Florida 32177, and its mailing address is the same.

ARTICLE III – DURATION AND COMMENCEMENT

This corporation shall exist perpetually beginning on the 30th day of June 2009.

ARTICLE IV – PURPOSES

The purposes for which this corporation is organized are:

1. The collection, preservation, archiving, conservation and exhibition of equipment, tools, devices, representations and other objects of intrinsic historic value connected with nautical commerce, trade, and transport and marine construction, in and around Putnam County and the State of Florida, for the education, benefit and enjoyment of the public at large and for future generations.

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2. Promoting and encouraging knowledge and appreciation about the impacts of nautical and seafaring activities on the history and culture within the Johns River and its tributaries.
3. The display of nautical artifacts through facilities owned or operated by the corporation.
4. The practice of preserving, restoring and conservation of nautical artifacts.
5. The organization is organized exclusively for charitable, educational, and scientific purposes under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
6. No part of the net earnings of the organization shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be carrying on of propaganda or otherwise attempting to influence legislation, and the organization shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt for federal income tax under section 501 (c) (3) of the Internal Revenue Code or corresponding section of any future

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federal tax code, or (b) by an organization to which contributions are deductible under section 170 (c) (2) of the Internal Revenue Code or corresponding section of any future federal tax code.

ARTICLE V – MANNER OF ELECTION OF DIRECTORS

The number of directors, their methods of election, appointment and their respective duties shall be stated in the bylaws.

ARTICLE VI - DISTRIBUTION OF ASSETS 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 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 disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the organization is then located exclusively for such purposes, or to such organization or organizations that are organized and operated exclusively for such purposes as said Court shall determine.

ARTICLE VII - REGISTERED OFFICE AND AGENT

The name of the registered agent is Timothy Keyser and his street address is 211 Point Ida Court, Interlachen, Florida 32148.

ARTICLE VIII – INCORPORATOR

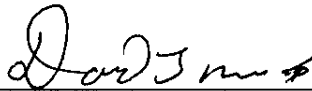
The name and street address of the incorporator for these articles of incorporation is David J. Miner, II, 116 Cheffey Road, Palatka, Florida 32177.

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EXECUTION

The undersigned has executed these Articles of Incorporation on this 22nd day of May 2009.


DAVID J. MINER, II

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


TIMOTHY KEYSER

Date: 22nd May 2009

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