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AUTHORIZATION : Patricia P. P. P.

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ORDER DATE : June 4, 1995

ORDER TIME : 3:06 PM

ORDER NO. : 609590

CUSTOMER NO: 83834A

CUSTOMER: Bert Diaz, Esq
ZIMBLE FORMOSO-MURIAS, P.A.

Penthouse
1101 Brickell Avenue
Miami, FL 33131

EFFECTIVE DATE
JUN - 2 1995

DOMESTIC FILING

NAME: DOLPHIN HUMAN RESEARCH, INC.

XXX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XXX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS: _____

T. BROWN JUN - 6 1995

RECEIVED
95 JUN - 6 AM 9:12
DIVISION OF REGISTRATION
FILED
95 JUN - 6 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
FOR
DOLPHIN HUMAN RESEARCH, INC.**

FILED
95 JUN -6 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as the incorporator for the purpose of forming a not-for-profit corporation pursuant to Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation:

Article I

EFFECTIVE DATE

NAME

JUN - 2 1995

The name of the Corporation shall be DOLPHIN HUMAN RESEARCH, INC.

Article II

PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and current mailing address of the Corporation is as follows:

DOLPHIN HUMAN RESEARCH, INC.
13053 S.W. 104 Court
Miami, Florida 33176

Article III

PURPOSE

The purposes for which the Corporation is organized are as follows:

A. To engage in scientific research as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time (the "Code") and to provide scholarships to needy individuals seeking dolphin therapy.

B. To acquire, own, purchase, lease, dispose of and deal with real and personal property and interests, either absolutely or in trust therein and to apply gifts, grants, bequests, and devises and the proceeds thereof in furtherance of the purposes of the Corporation as set out in these Articles of Incorporation.

C. To do such things and to perform such acts to accomplish the purposes set out in these Articles of Incorporation as the Board of Trustees may determine to be appropriate and as are not forbidden by these Articles of Incorporation.

DOLPHIN HUMAN RESEARCH, INC.
ARTICLES OF INCORPORATION
Page 2

Article IV

TERM

Corporate existence shall commence upon the date of execution of these Articles of Incorporation and the term of Corporation shall be perpetual.

Article V

POWERS

The Corporation shall have all of the common law and statutory powers of a corporation not for profit pursuant to the laws of the State of Florida that are not in conflict with the terms of these Articles of Incorporation, provided, however, that notwithstanding any other provision of these Articles of Incorporation, such powers may be utilized only for the purposes set out in these Articles of Incorporation and, provided further, that the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax pursuant to Section 501(c)(3) of the Code.

Article VI

LIMITATIONS

The Corporation shall be operated as a nonprofit corporation exclusively for the purposes set out in these Articles of Incorporation. No individual trustee, officer or director of the Corporation shall have any title to or interest in the corporate property or earnings in his or her individual or private capacity and no part of the net earnings of the Corporation shall inure to the benefit of any director, trustee, officer, member or any private individual, other than as reasonable compensation for services actually rendered. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office. The Corporation shall not discriminate on the basis of race, color, national or ethnic origin as such terms are defined for purposes of qualifying under Section 501(c)(3) of the Code.

DOLPHIN HUMAN RESEARCH, INC.
ARTICLES OF INCORPORATION
Page 3

Article VII

MEMBERS

There shall be no members of the Corporation.

Article VIII

TRUSTEES

(a) Powers. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Trustees.

(b) Number. The number of trustees shall be determined from time to time in accordance with the By-Laws, but shall never be less than three trustees, and, in the absence of any such determination, shall be three trustees.

(c) Election; removal. Trustees shall be elected or removed in accordance with the procedures provided in the By-Laws. The initial trustees of the Corporation shall be David E. Nathanson, Ian T. Natnanson and Amy R. Nathanson.

Article IX

REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
David S. Zimble, Esq.	c/o Zimble Formoso-Murias, P.A. 1101 Brickell Avenue Penthouse Miami, Florida 33131

DOLPHIN HUMAN RESEARCH, INC.
ARTICLES OF INCORPORATION
Page 4

Article X

INCORPORATOR

The name and street address of the person signing these Articles are as follows:

<u>Name</u>	<u>Address</u>
David S. Zimble, Esq.	c/o Zimble Formoso-Murias, P.A. 1101 Brickell Avenue Penthouse Miami, Florida 33131

Article XI

BY-LAWS

The By-Laws of the Corporation are to be made and adopted by the Incorporator and may be altered, amended or rescinded by the Board of Trustees.

Article XII

AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the trustees, officers and directors of the Corporation are subject to this reservation. The Articles of Incorporation may be amended in accordance with the By Laws of the Corporation and the laws of the State of Florida, as amended from time to time.

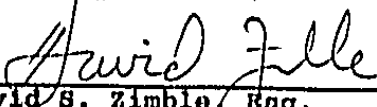
Article XIII

DISSOLUTION

If the Corporation is ever dissolved, the residual assets of the Corporation shall be turned over to one or more organizations selected by the Board of Trustees of the Corporation, provided such organizations are exempt from federal income tax under Section 501(c)(3) of the Code.

**DOLPHIN HUMAN RESEARCH, INC.
ARTICLES OF INCORPORATION
Page 5**

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 2nd day of June, 1995.



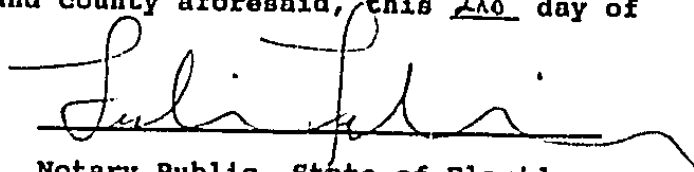
David S. Zimble Esq.
INCORPORATOR

**STATE OF FLORIDA
COUNTY OF DADE**

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the state and county set forth above, personally appeared David S. Zimble, Esq., known to me and known by me to be the person who executed the foregoing Articles of Incorporation and I acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 2nd day of June, 1995.

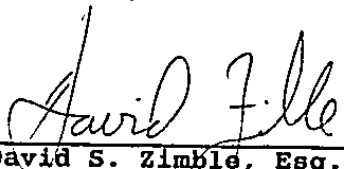




Notary Public, State of Florida
My Commission Expires:

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial registered agent of DOLPHIN HUMAN RESEARCH, INC., as made in the foregoing Articles of Incorporation.



David S. Zimble, Esq.

Date: June 2, 1995