



ACCOUNT NO. : 0721000000032

REFERENCE : 637572 156166A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : July 11, 1995

ORDER TIME : 12:15 PM

ORDER NO. : 637572

500001535005

CUSTOMER NO: 156166A

CUSTOMER: Mary Carotenuto, Esq
MARY CAROTENUTO, ESQ

Suite 200
3000 Gulf To Bay Boulevard
Clearwater, FL 34619

DOMESTIC FILING

NAME: MARINELAND FOUNDATION, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS:

T. BROWN JUL 12 1995

FILED
95 JUL 11 AM 7:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MARINELAND FOUNDATION, INC.
A NONPROFIT CORPORATION

FILED
95 JUL 11 AM 7:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, with other persons being desirous of forming a nonprofit corporation, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I.

The name of the corporation shall be:

MARINELAND FOUNDATION, INC.

The address of the principal office of this corporation shall be First Coast Highway, Marineland, Florida 32806, and the mailing address of the corporation shall be the same.

ARTICLE II.

The general purpose of the business or businesses to be transacted by this corporation, together with and in addition to the authority and powers conferred by the laws of the State of Florida is the historic preservation of Marineland and the welfare and maintenance of marine life. Allows for the conveyance of real property.

ARTICLE III.

The manner in which the directors are to be elected or appointed is as stated in the bylaws.

ARTICLE IV.

The name and address of the incorporator of these Articles is:

Corporation Service Company
1201 Hays Street
Tallahassee, Florida 32301

ARTICLE V.

This corporation is to exist perpetually.

ARTICLE VI.

The street address of the initial registered office of the corporation shall be 3000 Gulf To Bay Boulevard, 2nd Floor, Clearwater, Florida 34619, and the name of the initial registered agent of the corporation at that address is Mary Carotenuto.

IN WITNESS THEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on July 11, 1995.

Corporation Service Company

By: Laura R. Dunlap
Its Agent, Laura R. Dunlap

DKS/dks

ACCEPTANCE

Pursuant to Florida Statutes, the following is submitted in compliance with said act:

That MARINELAND FOUNDATION, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the foregoing Articles of Incorporation at the City of Marineland, County of Flagler and County of St. Johns, State of Florida, have named Mary Carotenuto, Esq., 3000 Gulf To Bay Blvd., 2nd Floor, City of Clearwater, County of Pinellas, State of Florida as its registered agent to accept service of process within this State.

ACCEPTANCE OF REGISTERED AGENT DESIGNATION

Having been named to accept service of process for the above named corporation, at the place designated in the above Articles of Incorporation, I hereby accept appointment in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.


MARY CAROTENUTO, ESQ.

FILED
95 JUL 11 AM 7:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1200 U.S. STREET
TALLAHASSEE, FL 32301
800-421-8632
N 95 000000 3290

FILED

96 MAR 13 AM 8 50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ACCOUNT NO. : 072100000032

REFERENCE : 879752 156166A

AUTHORIZATION :

COST LIMIT : \$ ~~70.00~~ \$35.00 *Patricia Pyzdek*

ORDER DATE : March 13, 1996

ORDER TIME : 10:11 AM

ORDER NO. : 879752

8000001741948

CUSTOMER NO: 156166A

CUSTOMER: Mary Carotenuto, Esq
Mary Carotenuto, Esq
Suite 200
3000 Gulf To Bay Boulevard
Clearwater, FL 34619

DOMESTIC AMENDMENT FILING

NAME: MARINELAND FOUNDATION, INC.

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gwen J. Butler

EXAMINER'S INITIALS: _____

N HENDRICKS MAR 14 1996

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MARINELAND FOUNDATION, INC.
A Florida not-for-profit corporation

FILED

13 AM 8 50

1.

SECRET
TREASURY

Marineland Foundation, Inc. (hereinafter called the "Foundation"), a not-for-profit corporation organized and existing under and by virtue of the laws of the State of Florida does hereby certify:

FIRST: That the Board of Directors of the Foundation, by unanimous consent dated December 1, 1995, unanimously adopted a resolution setting forth the proposed Amended and Restated Articles of Incorporation of the Foundation and declared that the adoption of such Amended and Restated Articles of Incorporation was advisable and in the best interests of the Foundation.

SECOND: That the governing body of the sole member of the Foundation, at a meeting duly called on December 11, 1995, at which a quorum was present and acting throughout, unanimously adopted a resolution setting forth the proposed Amended and Restated Articles of Incorporation of the Foundation and declared that the adoption of such Amended and Restated Articles of Incorporation was advisable and in the best interests of the Foundation.

THIRD: That the original Articles of Incorporation are hereby deleted in their entirety and the Amended and Restated Articles of Incorporation, duly adopted as set forth above and hereby executed and delivered to the Secretary of State of Florida for filing, are adopted in lieu thereof as follows:

ARTICLE I

The name of this corporation is: Marineland Foundation, Inc. (the "Foundation"). The address of the principal office of the Foundation is 9507 Ocean Shore Boulevard, Marineland, Florida 32086 and the mailing address of the Corporation shall be the same.

ARTICLE II

DURATION

The duration of this corporation is perpetual. The original Articles of Incorporation of the Foundation were filed on July 11, 1995. The date and time of the effectiveness of these Amended and Restated Articles of Incorporation is the time of filing by the Department of State of the State of Florida.

ARTICLE III

GENERAL PURPOSES

The purposes for which the Foundation is organized are exclusively scientific, educational, and related to the prevention of cruelty to animals within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (the "Tax Code") or the corresponding provision of any future United States Internal Revenue law ("Section 501(c)(3)") and shall specifically include the ability to acquire, own, hold, lease, finance, refinance and sell real or personal property for the benefit of the Town of Marineland, Florida (the "Town") for and in furtherance of its public purposes, and collecting, receiving, borrowing, lending or otherwise obtaining and lending funds for the use of the Town or to others for the Town's public purposes, to the extent necessary and appropriate in the establishment and administration of lawfully created programs and activities including, without limitation, the historic preservation of the Marineland of Florida oceanarium and marine mammal theme park and the welfare and maintenance of marine life ("Approved Programs") that are from time to time approved by ordinance or resolution duly adopted by the Town Commission of the Town. Such purposes shall be done and accomplished by the Foundation as the duly constituted and authorized authority and instrumentality of the Town acting on its behalf and for the benefit and welfare of the public. Except as restricted in these Articles, the Foundation shall have all powers necessary to engage in such activities, including, but not limited to, the powers enumerated in the Chapter 617 of Florida Statutes or any amendment thereto and to engage in any and all activities incidental to the foregoing purposes and all other activities permitted to a corporation exempt from federal income taxation as an organization described in Section 501(c)(3), subject to such limitations thereon as may be contained herein or in any ordinance or resolution duly adopted by the Town Commission of the Town or which may apply to nonprofit corporations generally.

No substantial part of the Foundation's activities shall be carrying on propaganda or otherwise attempting to influence legislation, and it shall not participate or intervene (including the publishing or distributing of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IV

MEMBERS

The Foundation shall have a sole member. The sole member of the Foundation shall be the Town of Marineland, Florida (the "Town").

ARTICLE V

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Foundation is 3000 Gulf to Bay Boulevard, Suite 209, Clearwater, Florida 34619. The name of the initial registered agent of the Foundation at such address is Mary Carotenuto.

ARTICLE VI

DIRECTORS

The number of directors constituting the initial board of directors shall be at least three and no more than nine and shall be appointed by the Incorporator with the approval of the Town Commission of the Town. The names and addresses of the initial directors are as follows:

<u>Name</u>	<u>Address</u>
Diedrich O. Beusse, DVM	1441 Handleman Drive Oviedo, FLA 32765
Mikki Hartig	3708 Flores Avenue Sarasota, FLA 34239
James Cadogan	4723 Rowe Drive New Port Richey, FLA 34653

The number and qualifications of directors may be changed from time to time as set forth in the by-laws.

ARTICLE VII

AMENDMENT

These Articles of Incorporation may at any time and from time to time be amended by either of the following methods: (a) the members of the Board of Directors of the Foundation may file with the Town Commission a written application seeking permission to amend these Articles of Incorporation, specifying in such application the amendment proposed to be made, and if the Town Commission finds and determines that it is advisable that the proposed amendment be made and authorizes the same to be made, the Board of Directors may amend these Articles of Incorporation by adopting such amendment and delivering articles of amendment to the Secretary of State of the State of Florida; or (b) the Town Commission of the Town, in its sole discretion and at any time, may adopt an amendment to these Articles of Incorporation and direct the Board of Directors to amend the same, whereupon the Board of Directors shall amend the same by filing articles of amendment with the Secretary of State of the State of Florida. Notwithstanding the foregoing, the Board of Directors of the Foundation shall have the power to amend these Articles of Incorporation

to the extent necessary to conform with any requirements of the Internal Revenue Service relating to the Foundation's application for recognition of tax-exempt status without the necessity of approval by the Town Commission.

ARTICLE VIII

DIVIDENDS

No dividends shall ever be paid by the Foundation, and no part of its net earnings (beyond that necessary for retirement of the indebtedness of the Foundation or to implement the public purposes of the Town for which the Foundation has been created) shall be distributed to or inure to the benefit of its directors or officers or any private person, firm, corporation or association except in reasonable amounts for services rendered. In the event the Board of Directors of the Foundation determines that sufficient provision has been made for the full payment of the expenses, bonds, notes and other obligations of the Foundation issued to finance the costs of any Approved Program, any net earnings of the Foundation thereafter accruing with respect to that Approved Program shall be paid to the Town. The Foundation may not make any "distribution," as defined in Florida Statutes, to any person or organization other than the Town.

ARTICLE IX

POWERS OF TOWN COMMISSION

(a) In addition to the power to amend these Articles of Incorporation, as provided elsewhere herein, the Town Commission of the Town, in its sole discretion and at any time, may alter the structure, organization, programs or activities of the Foundation or terminate and dissolve the Foundation, subject only to any limitations provided by the laws of the State of Florida or of the United States of America, including provisions prohibiting the impairment of contracts entered into by the Foundation.

(b) If the Board of Directors determines that the purposes for which the Foundation was formed have been substantially accomplished and that all expenses, bonds, notes and other obligations theretofore issued or incurred by the Foundation have been fully paid or payment has been provided therefor, the Town Commission of the Town may direct the Board of Directors to dissolve the Foundation in the manner provided by law, subject to the same limitations referred to in paragraph (a) of this Article IX.

(c) The initial bylaws of the Foundation and all amendments thereto shall be subject to the approval of the Town Commission of the Town.

(d) The Town Commission shall have the right to remove and replace members of the Board of Directors at any time with cause.

ARTICLE X

DISSOLUTION

Upon dissolution of the Foundation, after making any distribution of assets required by the Florida Statutes, the remaining assets shall be distributed to the Town.

ARTICLE XI

GENERAL

Notwithstanding any other provision of these Articles, the Foundation shall not engage in any activity or make any distribution or payment not permitted to be engaged in or made:

- (a) by a corporation exempt from federal income tax under Section 501(c)(3); or
- (b) by a corporation, contributions to which are deductible under Section 170(c).

FOURTH: That these Amended and Restated Articles of Incorporation shall be effective upon the Secretary of State's acceptance for filing.

IN WITNESS WHEREOF, the Foundation has caused these Amended and Restated Articles of Incorporation to be executed and its corporate seal to be affixed hereunto and has caused the foregoing to be certified and attested to, all by its duly authorized officers, on this 1st day of December, 1995.

MARINELAND FOUNDATION, INC.

Attest:


Secretary

[SEAL]

By: 

Its. President