

JAN 08 1996 15:34

P. 8/210

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FLORIDA DIVISION OF CORPORATIONS
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((H96000000324))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: FISHER & SAULS, P.A.
100 2ND AVE S
PO BOX 387
ST PETERSBURG FL 33731-
CONTACT: HEIDI S LLOYD
PHONE: (813) 822-2033
FAX: (813) 822-1633

((H96000000324))

DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION

NAME: BAYBORO OCEANOGRAPHIC INSTITUTE, INC.
FAX AUDIT NUMBER: H96000000324
DATE REQUESTED: 01/08/1996
CERTIFIED COPIES: 0
NUMBER OF PAGES: 8
ESTIMATED CHARGE: \$70.00
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TIME REQUESTED: 10:22:22
CERTIFICATE OF STATUS: 0
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FILED
96 JAN -8 PM 4: 51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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55 JAN -8 PM 4: 25

ARTICLES OF INCORPORATION
of
BAYBORO OCEANOGRAPHIC INSTITUTE, INC.

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FILED
95 JAN - 8 PM 4: 42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, natural persons of the age of (18) years or more, acting as incorporators of a corporation not-for-profit, adopt the following Articles of Incorporation for such corporation not-for-profit pursuant to Chapter 617 Florida Statutes, 1983, as amended.

ARTICLE I

Corporate Name

The name of the corporation shall be BAYBORO OCEANOGRAPHIC INSTITUTE, INC.

ARTICLE II

Corporate Purpose

The corporation is organized and shall be operated exclusively for the charitable and educational purposes of supporting tax exempt educational, medical and research organizations located in Pinellas County, Florida, with direct funding, promotion of the beneficiary organizations and promotion of Pinellas County as a scientific research and industrial center of excellence.

ARTICLE III

Restrictions on Corporate Powers

The corporation shall possess all powers granted corporations not-for-profit under the laws of the State of Florida and shall be subject to all restrictions imposed upon such corporations and in addition thereto the following restrictions shall pertain:

William C. Ballard, Esq.
FBN 107147
Fisher & Sauls, P.A.
P.O. Box 387
St. Petersburg, FL 33731
813/822-2033

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(a) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make expenditures in furtherance of the purposes set forth in Article II hereof.

(b) No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation 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 these Articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (h) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE IV

Duration of Corporate Existence

The corporation shall have perpetual existence.

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ARTICLE V

Disposition of Assets Upon Dissolution

In the event of dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for charitable purposes in such manner or to such organization or organizations organized and operated exclusively for charitable purposes as the Board of Trustees shall determine.

ARTICLE VI

Qualification of Members: Admission

Those persons who constitute the Board of Trustees from time to time shall be the members of the corporation.

ARTICLE VII

Subscribers

The names and residences of the subscribers to these Articles of Incorporation who constitute the founding members of the corporation are:

William C. Ballard
1255 Brightwaters Blvd. NE
St. Petersburg FL 33704

Gordon W. Campbell
900 Pinellas Bayway
St. Petersburg FL 33715

Ross E. Koeder
6901 16th Street NE
St. Petersburg FL 33702

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ARTICLE VIII

Science Advisory Board

The Board of Trustees shall be advised in its selection and implementation of projects by a Science Advisory Board. This Science Advisory Board shall consist of not less than three persons who hold doctoral degrees in scientific disciplines. The Science Advisory Board shall initially be comprised of the following persons:

Dr. Peter R. Betzer, Chairman
Department of Marine Science
University of South Florida
140 Seventh Avenue South
St. Petersburg, FL 33701

Dr. Gary Litman
All Children's Hospital
801 6th Street South
St. Petersburg, FL 33701

Dr. Asbury Sallenger
United States Geological Survey
600 4th Street South
St. Petersburg, FL 33701

The Science Advisory Board shall be appointed for such terms and in the manner prescribed in the Bylaws of the corporation.

ARTICLE IX

Board of Trustees

The corporation shall be governed by a Board of Trustees each of whom shall be members of the corporation and shall be elected in the manner provided for in the Bylaws. The Board of Trustees may be increased or decreased as provided in the Bylaws but in no case shall the number of Trustees be less than three. Trustees shall hold their offices for one year or such other period as the Bylaws shall determine and shall serve until their successors are

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electd and qualify. Those persons identified as the subscribers to these Articles of Incorporation in Article VII, hereinabove, shall constitute the first Board of Trustees who shall serve until their successors are elected and qualified at the first annual meeting of the corporation.

ARTICLE X

Officers

The affairs of the corporation shall be managed by a president, a vice president, a treasurer, and secretary who shall perform the usual functions of said offices, together with such additional officers as may be from time to time constituted and appointed by the Board of Trustees or as may be provided in the Bylaws. Officers of the corporation need not be members thereof and shall be elected by the Board of Trustees at the first meeting and at subsequent annual meetings of the Board of Trustees. All officers shall continue to serve until the election of their successors. An individual may hold more than one office.

ARTICLE XI

Acceptance of Gifts, Devises and Bequests: Application Thereof

The officers or trustees of the corporation may accept on its behalf any designated contribution, gift or devise consistent with the general purposes of the corporation. Where consistent with the needs of the community designated contributions by donors will be accepted and designations honored as to special funds, purposes or uses. The corporation at all times reserves all rights over, interest in and control of such contributions in the full

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discretion as to the ultimate expenditure or distribution of the contribution in satisfaction of any specified fund, purpose or use. The corporation shall, at all times, have full control over all donated funds and discretion as to their use so as to ensure that all contributions will be used to carry out its charitable purposes. In the event the corporation shall be the beneficiary of any gift, devise or bequest, subject to conditions subsequent with respect to the administration or alienation of said property, the corporation shall, at all times, act in a manner consistent with such conditions and the charitable purposes to be served by such conditions.

ARTICLE XII

Adoption and Amendment of Bylaws

The Bylaws of the corporation shall be as adopted by the first Board of Trustees. The Bylaws may thereafter be amended by two-thirds vote of the Board of Trustees at any regular or special meeting thereof provided that notice of such meeting containing the text of the proposed Bylaw amendment is furnished to each Trustee at least five days prior to such meeting.

ARTICLE XIII

Amendment of Articles of Incorporation

Amendments of the Articles of Incorporation shall be proposed by majority vote of the Board of Trustees and shall be subject to ratification and approval by the membership at any regular or special meeting thereof provided that written notice of such meeting containing the text of the proposed amendments be furnished

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each member not less than five days prior to such meeting.

ARTICLE XIV

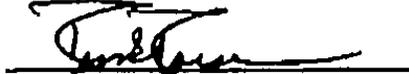
Office and Resident Agent

The corporation shall initially maintain offices at 100 Second Avenue South, Suite 701, St. Petersburg, Florida 33701, and the resident agent thereof shall be William C. Ballard.

"SUBSCRIBERS"


William C. Ballard


Gordon W. Campbell

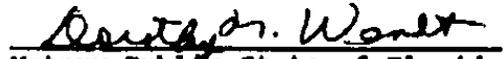

Ross E. Roeder

STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 1st day of January, 1996 by William C. Ballard, who is personally known to me or who produced a _____ State Driver's License as identification.

My Commission Expires:


Notary Public-State of Florida

DOROTHY M. WENDT
(Print or Type Name of Notary)

DOROTHY M. WENDT
Notary Public, State of Florida
My Comm. Expires Sept. 10, 1996
No. CC226947

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STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 4th day of January, 1996 by Gordon W. Campbell who is personally known to me or who produced a _____ State Driver's License as identification.

Dorothy M. Wendt
Notary Public-State of Florida

My Commission Expires:

Dorothy M. Wendt
(Print or Type Name of Notary)

DOROTHY M. WENDT
Notary Public, State of Florida
My Comm. Expires Sept. 10, 1996
No. 00220947

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 4th day of January, 1996 by Ross E. Roeder, who is personally known to me or who produced a _____ State Driver's License as identification.

Dorothy M. Wendt
Notary Public-State of Florida

My Commission Expires:

Dorothy M. Wendt
(Print or Type Name of Notary)

DOROTHY M. WENDT
Notary Public, State of Florida
My Comm. Expires Sept. 10, 1996
No. 00220947

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: BAYBORO OCEANOGRAPHIC INSTITUTE, INC.

2. The name and address of the registered agent and office is:

WILLIAM C. BALLARD

(Name)

SUITE 701, 100 SECOND AVENUE SOUTH

ST. PETERSBURG, FL 33701 (P.O. Box not acceptable)

(City/State/Zip)

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.



(Signature)

1/5/96

(Date)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

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2/22/96

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM

5:15 PM

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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000

FROM: FISHER & SAULS, P.A.
100 2ND AVE S
PO BOX 387
ST PETERSBURG FL 33731-
CONTACT: HEIDI S LLOYD
PHONE: (813) 822-2033
FAX: (813) 822-1633

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DOCUMENT TYPE: BASIC AMENDMENT

NAME: BAYBORO OCEANOGRAPHIC INSTITUTE, INC.
FAX AUDIT NUMBER: H96000002586
DATE REQUESTED: 02/22/1996
CERTIFIED COPIES: 0
NUMBER OF PAGES: 9
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TIME REQUESTED: 17:15:53
CERTIFICATE OF STATUS: 0
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Linda*

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 23, 1996

BAYBORO OCEANOGRAPHIC INSTITUTE, INC.
100 SECOND AVENUE SOUTH
SUITE 701
ST. PETERSBURG, FL. 33701

SUBJECT: BAYBORO OCEANOGRAPHIC INSTITUTE, INC.
REF: N96000000140

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6902.

Linda Stitt
Corporate Specialist

FAX Aud. #: H96000002586
Letter Number: 696A00008004

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BAYBORO OCEANOGRAPHIC INSTITUTE, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF
RESTATEMENT OF ARTICLES OF INCORPORATION

The undersigned, constituting all of the trustees and members of Bayboro Oceanographic Institute, Inc., a Florida corporation not-for-profit, acting pursuant to Article XIII of the original Articles of Incorporation, hereby adopt the Restated Articles of Incorporation effective January 30, 1996.

The original Articles contain an amendment requiring approval of the members and such approval is evidenced by the signatures of each of the three members of the corporation affixed hereto.

William C. Ballard
William C. Ballard
Gordon W. Campbell
Gordon W. Campbell
Ross E. Roeder
Ross E. Roeder

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 30 day of January, 1996, by William C. Ballard, who is personally known to me ~~or who produced a~~ State Driver's License as identification.

Dorothy M. Wendy
Notary Public - State of Florida
Dorothy M. Wendy
(Print or Type Name of Notary)

My Commission Expires:

DOROTHY M. WENDY
Notary Public, State of Florida
My Comm. Expires Sept 10, 1998
No. GC226047

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STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 9th day of February, 1996, by Gordon W. Campbell, who is personally known to me or who produced a Florida State Driver's License as identification.

My Commission Expires: 4-13-1999

Kay McManus
Notary Public-State of Florida
KAY McMANUS
(Print or Type Name of Notary)



KAY McMANUS
My Commission CC
Expires Apr 13, 1999
Bonded by ANB
800-888-8878

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 12 day of FEBRUARY, 1996, by Ross E. Roeder, who is personally known to me or who produced a _____ State Driver's License as identification.

My Commission Expires: 4-13-99

Kay McManus
Notary Public-State of Florida
KAY McMANUS
(Print or Type Name of Notary)



KAY McMANUS
My Commission CC452810
Expires Apr 13, 1999
Bonded by ANB
800-888-8878

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BAYBORO OCEANOGRAPHIC INSTITUTE, INC.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

Bayboro Oceanographic Institute, Inc., a corporation organized and existing under the laws of the State of Florida, in accordance with §617.1007, Florida Statutes, 1993, hereby adopts the following amended and restated Articles of Incorporation:

We, the undersigned, natural persons of the age of eighteen (18) years or more, acting as incorporators of a corporation not-for-profit, adopt the following Articles of Incorporation for such corporation not-for-profit pursuant to Chapter 617 Florida Statutes, 1983, as amended.

ARTICLE I

Corporate Name

The name of the corporation shall be BAYBORO OCEANOGRAPHIC INSTITUTE, INC.

ARTICLE II

Corporate Purpose

The corporation is organized and shall be operated exclusively for the charitable and educational purposes of supporting tax exempt educational, medical and research organizations, or branches thereof, located in Pinellas County, Florida, with direct funding, promotion of the beneficiary organizations and promotion of Pinellas County as a scientific research and industrial center of excellence.

William C. Ballard, Esq.
FBN 107147
Fisher & Sauls, P.A.
P.O. Box 387
St. Petersburg, FL 33731
813/822-2033

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ARTICLE III

Restrictions on Corporate Powers

The corporation shall possess all powers granted corporations not-for-profit under the laws of the State of Florida and shall be subject to all restrictions imposed upon such corporations and in addition thereto the following restrictions shall pertain:

(a) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make expenditures in furtherance of the purposes set forth in Article II hereof.

(b) No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and the corporation 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 these Articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (h) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future

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United States Internal Revenue law).

ARTICLE IV

Duration of Corporate Existence

The corporation shall have perpetual existence.

ARTICLE V

Disposition of Assets Upon Dissolution

In the event of dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for charitable purposes in such manner or to such organization or organizations organized and operated exclusively for charitable purposes as the Board of Trustees shall determine.

ARTICLE VI

Qualification of Members: Admission

Those persons who constitute the Board of Trustees from time to time shall be the members of the corporation.

ARTICLE VII

Subscribers

The names and residences of the subscribers to these Articles of Incorporation who constitute the founding members of the corporation are:

William C. Ballard
1255 Brightwaters Blvd. NE
St. Petersburg FL 33704

Gordon W. Campbell
900 Pinellas Bayway
St. Petersburg FL 33715

H96000002586

ROSS E. ROODER
6901 16th Street NE
St. Petersburg FL 33702

ARTICLE VIII

Science Advisory Board

The Board of Trustees shall be advised in its selection and implementation of projects by a Science Advisory Board. This Science Advisory Board shall consist of not less than three persons who hold doctoral degrees in scientific disciplines. The Science Advisory Board shall initially be comprised of the following persons:

Dr. Pater R. Betzer, Chairman
Department of Marine Science
University of South Florida
140 Seventh Avenue South
St. Petersburg, FL 33701

Dr. Gary Litman
All Children's Hospital
801 6th Street South
St. Petersburg, FL 33701

Dr. Asbury Sallenger
United States Geological Survey
600 4th Street South
St. Petersburg, FL 33701

The Science Advisory Board shall be appointed for such terms and in the manner prescribed in the Bylaws of the corporation.

ARTICLE IX

Board of Trustees

The corporation shall be governed by a Board of Trustees each of whom shall be members of the corporation and shall be elected in the manner provided for in the Bylaws. The Board of Trustees may be increased or decreased as provided in the Bylaws but in no

H96000002586

case shall the number of Trustees be less than three. Trustees shall hold their offices for one year or such other period as the Bylaws shall determine and shall serve until their successors are elected and qualify. Those persons identified as the subscribers to these Articles of Incorporation in Article VII, hereinabove, shall constitute the first Board of Trustees who shall serve until their successors are elected and qualified at the first annual meeting of the corporation.

ARTICLE X

Officers

The affairs of the corporation shall be managed by a president, a vice president, a treasurer, and secretary who shall perform the usual functions of said offices, together with such additional officers as may be from time to time constituted and appointed by the Board of Trustees or as may be provided in the Bylaws. Officers of the corporation need not be members thereof and shall be elected by the Board of Trustees at the first meeting and at subsequent annual meetings of the Board of Trustees. All officers shall continue to serve until the election of their successors. An individual may hold more than one office.

ARTICLE XI

Acceptance of Gifts,
Devises and Bequests; Application Thereof

The officers or trustees of the corporation may accept on its behalf any designated contribution, gift or devise consistent with the general purposes of the corporation. Where consistent with the needs of the community designated contributions by donors will be

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H96000002586

accepted and designations honored as to special funds, purposes or uses. The corporation at all times reserves all rights over, interest in and control of such contributions in the full discretion as to the ultimate expenditure or distribution of the contribution in satisfaction of any specified fund, purpose or use. The corporation shall, at all times, have full control over all donated funds and discretion as to their use so as to ensure that all contributions will be used to carry out its charitable purposes. In the event the corporation shall be the beneficiary of any gift, devise or bequest, subject to conditions subsequent with respect to the administration or alienation of said property, the corporation shall, at all times, act in a manner consistent with such conditions and the charitable purposes to be served by such conditions.

ARTICLE XII

Adoption and Amendment of Bylaws

These bylaws may be amended by majority vote of those members of the Board of Trustees present at any regular or special meeting thereof provided that notice of such meeting containing the text of the proposed bylaw amendment is furnished each trustee at least five days prior to such meeting.

ARTICLE XIII

Amendment of Articles of Incorporation

Amendments of the Articles of Incorporation may be made by two-thirds vote of the Board of Trustees at any regular or special

H96000002586

meeting thereof provided that notice of such meeting containing the text of the proposed amendment to the articles is furnished to each trustee at least five days prior to such meeting.

ARTICLE XIV

Office and Resident Agent

The corporation shall initially maintain offices at 100 Second Avenue South, Suite 701, St. Petersburg, Florida 33701, and the resident agent thereat shall be William C. Ballard.

"SUBSCRIBERS"


William C. Ballard


Gordon W. Campbell


ROSS E. Roeder

CERTIFICATE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these amended and restated articles, 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.

Dated: 2-22-96


William C. Ballard