

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-241-9111
904-241-9112

800-342-8006



NR 600001076

ACCOUNT NO. : 072100000032

REFERENCE : 061396 003000

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : February 27, 1996

ORDER TIME : 11:28 AM

ORDER NO. : 061396

CUSTOMER NO: 003000

CUSTOMER: Patrick G. Emmanuel, Esq
EMMANUEL SHEPPARD & CONDON

Post Office Drawer 1271

Pensacola, FL 32596

700001725927
-02/28/96--01001--007
****122.50 ****122.50

DOMESTIC FILING

NAME: STARBASE ATLANTIS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Dawn Chance

EXAMINER'S INITIALS:

NR R96-398

RECEIVED
56 FEB 27 PM 3:11
DIVISION OF CORPORATIONS
SECRETARY OF STATE
TALLAHASSEE, FL 32304
FILED
56 FEB 27 AM 11:28

EMMANUEL, SHEPPARD & CONDON

ATTORNEYS AT LAW

30 SOUTH SPRING STREET

POST OFFICE DRAWER 1271

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PENSACOLA (904) 433-6551

FT. WALTON BEACH (904) 243-6551

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TOLL FREE 1-800-433-6551

ALAN B. BOOKMAN
T. A. BOROWSKI, JR.
A. G. CONDON, JR.
KRICH M. DRICKA
KAREN D. EMMANUEL
PATRICK G. EMMANUEL
ROBERT A. EMMANUEL
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WM. DOUGLAS MARSH

JOHN W. MONROE, JR.
JOHN A. PANYKO
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J. D. SMITH
CRYSTAL COLLINS SPENCER
WARREN R. TODD

February 26, 1996

Division of Corporations
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, Florida 32314-6327

Re: Starbase Atlantis, Inc.
Our S841 21935

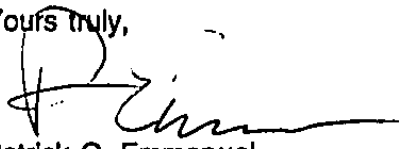
Dear Ladies and Gentlemen:

I enclose herewith Articles Of Incorporation of Starbase Atlantis, Inc., together with reproduced copy of same, together with my check to you for the following:

Filing Articles Of Incorporation	\$ 35.00
Registered Agent Designation	35.00
Certified Copy of Articles	<u>52.50</u>
Total	\$ 122.50

By letter dated January 25, 1996 you advised me this name had been reserved for me. Please file and let me have certified copy of Articles.

Yours truly,


Patrick G. Emmanuel

PGE/lh
enc.

RECEIVED
FEB 27 1996
DIVISION OF CORPORATIONS

FILED 2/14/96
96 FEB 27 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

-OF-

STARBASE ATLANTIS, INC.

ARTICLE I

Name

The name of this corporation is Starbase Atlantis,
Inc.

ARTICLE II

Corporate Nature

This is a nonprofit corporation, organized solely for general educational, charitable, benevolent, historical, civic, patriotic, literary, and cultural purposes pursuant to the Florida Not For Profit Act, as set forth in Chapter 617 of the Florida Statutes.

ARTICLE III

Duration

The term of existence of the corporation is perpetual.

ARTICLE IV

General and Specific Purposes

The specific and primary purposes for which this corporation is formed are:

2/14/96

A. For the advancement of educational, charitable, benevolent, historical, civic, patriotic, literary, cultural and other related or corresponding purposes by the distribution of its funds for such purposes.

B. To develop human potential by inspiring and compelling youth to achieve their dreams by providing education, experience, resources, and support through an interactive academic curriculum.

C. To operate exclusively in any manner for such educational, charitable, benevolent, historical, civic, patriotic, literary, and cultural purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE V

Management of Corporate Affairs

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than

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six (6) persons. The initial number of Directors of this corporation shall be six (6) provided, however, that such number may be changed by a Bylaw duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year and until the qualification of their successors in office. Directors shall be elected at the annual meeting of members. The annual meeting of Directors shall be held on the second Tuesday of May of each year at the principal office of the corporation, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any

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provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
PHIL CUDAHY	P. O. Box 13584 Pensacola, Florida 32591
MICHAEL DURHAN	Sun Trust Bank/West Florida 220 W. Garden Street Pensacola, FL 32501
JOHN E. PEPPER	313 Petherton Place Pensacola, FL 32506
DEBORA ROUDABUSH	WKRG-TV -- Suite 500 5401 Corporate Woods Drive Pensacola, Florida 32504
MARGARETE A. VINSKEY	335 N Street, S.W. Washington, D.C. 20024
CHARLES WILLIAMS	J.T. Hall Educational Center 30 E. Texar Pensacola, Florida 32501
JACK A. DAVIS	6520 Jim Kidd Road Huntersville, N.C. 28078

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ARTICLE VI

Earnings and Activities of Corporation

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the corporation 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 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, 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.

C. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the

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Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provisions of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII

Distribution of Assets

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at any time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or

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organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

Membership

The qualification for members and the manner of their admission is to be as regulated in the Bylaws for this corporation.

The initial members of this corporation and their respective addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
PHIL CUDAHY	P. O. Box 13584 Pensacola, Florida 32591
MICHAEL DURHAN	Sun Trust Bank/West Florida 220 W. Garden Street Pensacola, FL 32501
JOHN E. PEPPER	313 Petherton Place Pensacola, FL 32506
DEBORA ROUDABUSH	WKRG-TV -- Suite 500 5401 Corporate Woods Drive Pensacola, Florida 32504
MARGARETE A. VINSKEY	335 N Street, S.W. Washington, D.C. 20024
CHARLES WILLIAMS	J.T. Hall Educational Center 30 E. Texar Pensacola, Florida 32501
JACK A. DAVIS	6520 Jim Kidd Road Huntersville, N.C. 28078

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The annual meeting of members shall be held on the second Tuesday of May of each year at the principal office of the corporation, or at such other place or places as may be designated from time to time.

ARTICLE IX

Subscribers

The names and addresses of the Subscribers of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
PHIL CUDAHY	P. O. Box 13584 Pensacola, Florida 32591
MICHAEL DURHAN	Sun Trust Bank/West Florida 220 W. Garden Street Pensacola, FL 32501
JOHN E. PEPPER	313 Petherton Place Pensacola, FL 32506
DEBORA ROUDABUSH	WKRG-TV -- Suite 500 5401 Corporate Woods Drive Pensacola, Florida 32504
MARGARETE A. VINSKEY	335 N Street, S.W. Washington, D.C. 20024
CHARLES WILLIAMS	J.T. Hall Educational Center 30 E. Texar Pensacola, Florida 32501
JACK A. DAVIS	6520 Jim Kidd Road Huntersville, N.C. 28078

2/14/96

ARTICLE X

Amendment of Bylaws

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the Bylaws.

ARTICLE XI

Dedication of Assets

The property of this corporation is irrevocably dedicated to educational, charitable, benevolent, historical, civic, patriotic, literary, and cultural purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

2/14/96

ARTICLE XII

Registered Agent and Office

The address of the corporation's registered office shall be 30 South Spring Street, Pensacola, Florida, 32501, and the name of its registered agent at said address shall be Patrick G. Emmanuel.

ARTICLE XIII

Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the Bylaws of this corporation.

The undersigned, being the Subscribers and Incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 16th day of February, 1996.

WITNESSED BY:

Debra D. Fain
Sharon L. White
As to Phil Cudahy and John Pepper
Mary Jane Lusk
Sandra M. Walker
As to Michael Durhan

Phil Cudahy
PHIL CUDAHY
Michael Durhan
MICHAEL DURHAN
John E. Pepper
JOHN E. PEPPER

2/14/96

Debra Q. Fain
Sh. L. S. 2/12
As to Debora Roudabush & M. Vinskey
Duette B. Rivera
Tanna M. Walker
As to Charles Williams
Jack A. Davis
As to Jack A. Davis

Debora Roudabush
DEBORA ROUDABUSH
Margarete A. Vinskey
MARGARETE A. VINSKEY
Charles Williams
CHARLES WILLIAMS
Jack A. Davis
JACK A. DAVIS

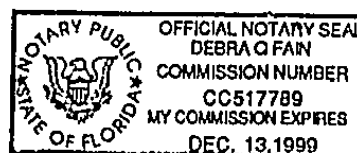
SUBSCRIBERS

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 16th day of February, 1996 by PHIL CUDAHY who is personally known to me or who has produced Florida drivers license as identification and who did not take an oath.

Debra Q. Fain
NOTARY PUBLIC, State of Florida
Debra Q. Fain
My Commission Expires: _____
(NOTARY SEAL)



2/14/96

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 22nd day of February, 1996 by MICHAEL DURHAN who is personally known to me ~~or who has produced~~ as identification and who did not take an oath.

Laura N. Holton
NOTARY PUBLIC, State of Florida

My Commission Expires: _____
(NOTARY SEAL)

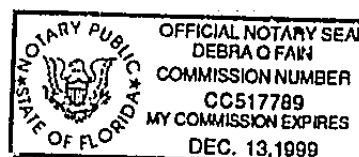


STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 16th day of February, 1996 by JOHN E. PEPPER who is personally known to me or who has produced Florida drivers license as identification and who did not take an oath.

Debra D. Fain
NOTARY PUBLIC, State of Florida
Debra D. Fain
My Commission Expires: _____
(NOTARY SEAL)



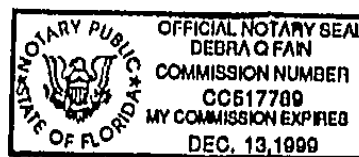
2/14/96

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this _____ day of February, 1996 by DEBORA ROUDABUSH who is personally known to me or who has produced Florida drivers license as identification and who did not take an oath.

Debra Q. Fain
NOTARY PUBLIC, State of Florida
Debra Q. Fain
My Commission Expires: _____
(NOTARY SEAL)

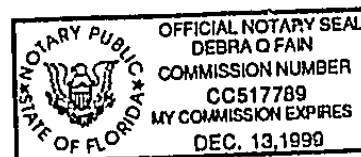


STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 16th day of February, 1996 by MARGARETE A. VINSKEY who is personally known to me or who has produced Washington DC drivers license as identification and who did not take an oath.

Debra Q. Fain
NOTARY PUBLIC, State of Florida
Debra Q. Fain
My Commission Expires: _____
(NOTARY SEAL)



2/14/96

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this _____ day of February, 1996 by CHARLES WILLIAMS ~~who is personally known to me or~~ who has produced Florida Driver's License as identification and who did not take an oath.

Laura N. Holton
NOTARY PUBLIC, State of Florida

My Commission Expires: _____
(NOTARY SEAL)



STATE OF NORTH CAROLINA

COUNTY OF Cabarrus

20th The foregoing instrument was acknowledged before me this _____ day of February, 1996 by JACK A. DAVIS who is personally known to me or who has produced NC Drivers License as identification and who did not take an oath.

Karen E. Barnhardt
NOTARY PUBLIC,
State of North Carolina

My Commission Expires: 7-4-99
(NOTARY SEAL)

FILED 2/14/96
96 FEB 27 AM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091 and Section 617.0501, Florida Statutes, the following is submitted; that Starbase Atlantis, Inc., desiring to organize as a corporation under the laws of the State of Florida with its principal place of business at 30 South Spring Street, Pensacola, Florida 32501, has named Patrick G. Emmanuel as its agent to accept service of process at 30 South Spring Street, Pensacola, Florida 32501

STARBASE ATLANTIS, INC.

By: Michael M. Winters
An Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

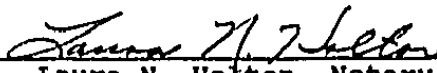
Having been named as the initial registered agent to accept service of process for Starbase Atlantis, Inc., at 30 South Spring Street, Pensacola, Florida 32501, I hereby accept such designation and agree to act in such capacity and I agree to comply with the provisions of the Florida Not For Profit Corporation Act relative to keeping open said office

Patrick G. Emmanuel
PATRICK G. EMMANUEL
Registered Agent

2/14/96

STATE OF FLORIDA)
)
COUNTY OF ESCAMBIA)

The foregoing instrument was acknowledged before me this
26th day of February, 1996, by PATRICK G. EMMANUEL, who is
personally known to me.



Laura N. Holton, Notary Public
State and County Aforesaid
Commission No.: CC134514
My Commission Expires: 9/1/99

(Affix Official Seal)

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