

N 96000003849

ALLISON & ROBERTSON P.A.

ATTORNEYS AT LAW

100 S.E. SECOND STREET

SUITE 3350

MIAMI, FLORIDA 33131-1101

JOHN R. ALLISON, III

JAMES S. ROBERTSON, III\*

\* ALSO ADMITTED IN NY

July 17, 1996

FILED

96 JUL 19 10 30 TELEPHONE  
(305) 347-4000  
TELECOPIER  
(305) 347-4001

Via Federal Express - Air bill # 4036322975

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

300001899563  
-07/19/96--01063--007  
\*\*\*\*122.50 \*\*\*\*122.50

300001899563

Re: Articles of Incorporation of Sea Trek 2000 Foundation, Inc.

Dear Sir/Madam:

Enclosed please find two executed originals of the Articles of Incorporation of Sea Trek 2000 Foundation, Inc. and this firm's check in the amount of \$122.50 to cover the following charges:

Filing Fee	\$35.00
Certified Copy	52.50
Registered Agent Designation	35.00
TOTAL	\$122.50

~~PLEASE NOTE THAT THE CORPORATION BECOMES EFFECTIVE ON THE DATE THE ARTICLES WERE EXECUTED, NOT THE DATE OF FILING.~~

No Effective date per John Allison, III. 7-23-96

Please cause the Articles to be filed and return to me one certified copy in the self-addressed, stamped envelope provided for your convenience.

Thank you for your prompt attention to this matter.

Sincerely,

JOHN R. ALLISON, III

Enclosures (3)

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7-23-96

ARTICLES OF INCORPORATION  
OF  
SEA TREK 2000 FOUNDATION, INC.

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TALLAH  
FLORIDA

The undersigned Subscribers associate themselves for the purpose of forming a not-for-profit corporation, pursuant to the laws of the State of Florida, and hereby adopt the following Articles of Incorporation:

ARTICLE I  
NAME

The name of the corporation shall be SEA TREK 2000 FOUNDATION, INC. For convenience, the corporation shall be referred to in this instrument as "the Foundation," these Articles of Incorporation as "these Articles," and the By-Laws of the Foundation as "the By-Laws."

ARTICLE II  
PURPOSES

The purposes for which the Foundation is formed are to dedicate itself to:

- A. The investigation and documentation of the state of the Earth's marine eco-systems; and
- B. The scientific investigations focusing on the fields of marine biology, climatology, oceanography and anthropology; and to undertake specific studies on the following areas:
  - (1) Estuaries
  - (2) Coral Reefs
  - (3) Plankton
  - (4) Impact of Global Fisheries
  - (5) Marine Mammals
  - (6) Seabirds; and
- C. The undertaking of educational exhibits with lectures, films and special presentations; and
- D. The undertaking of training programs for the teaching of basic seamanship and marine conservation; and
- E. The sponsorship and promotion of intern programs for international students of science, anthropology and traditional seamanship; and
- F. The conducting of international surveys on the United Nations law of the sea; and

- G. The undertaking of such other social and educational programs to foster and promote the general purposes of the Foundation, and such additional purposes deemed appropriate by the Board of Directors.

ARTICLE III  
INITIAL PRINCIPLE OFFICE

The initial principal office of the foundation shall be 100 S.E. 2nd Street, Suite 3350, Miami, Florida 33131. The principal office may be changed from time-to-time by the Board of Directors.

ARTICLE IV  
POWERS

The Foundation shall have all of the powers and privileges granted under the Florida Not-For-Profit Corporation Law and all of the powers and privileges which may be granted under any other applicable laws of the State of Florida reasonably necessary to effectuate and implement the purposes of the Foundation.

ARTICLE V  
TERM OF EXISTENCE

The Foundation shall have perpetual existence.

ARTICLE VI  
INCORPORATOR

The name and address of the Incorporator of these Articles is as follows:

John R. Allison, III  
100 S.E. 2nd Street, #3350  
Miami, Florida 33131

ARTICLE VII  
MEMBERS

7.1 Membership. The members of the Foundation shall consist of all persons approved by the Board of Directors or the Membership Committee.

7.2 Membership Criteria. The criteria for membership shall be those persons desiring to foster the objectives of the Foundation and such additional requirements as determined from time to time by the Board of Directors. The member's share of the funds and any assets of the Foundation shall not be assigned, hypothecated or transferred in any manner except as an appurtenance to the member's unit.

7.3 Voting. Except as provided in these Articles, the membership shall not be entitled to vote on any matter unless such matter is submitted to the membership by the Board of Directors.

7.4 Meetings. The By-Laws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

#### ARTICLE VIII BOARD OF DIRECTORS

8.1 Number and Qualification. The property, business and affairs of the Foundation shall be managed by a Board consisting of the number of directors determined by the By-Laws, but which shall consist of not fewer than five (5) directors. All directors must be members of the Foundation.

8.2 Duties and Powers. All of the duties and powers of the Foundation existing in these Articles and the By-Laws shall be exercised exclusively by the Board, its agents, contractors or employees, subject only to approval by the members when such approval is specifically required.

8.3 Election; Removal. Directors shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the By-Laws.

8.4 Term of Declarant's Directors. Declarant shall appoint the first Board of Directors who shall hold office for the periods described in the By-Laws.

8.5 First Directors. The names and addresses of the first Board who shall hold office until their successors are elected and have qualified are as follows:

Paul Watson	3107 A Washington Boulevard Marina del Rey, CA 90292
Farley Mowat	18 King Street Port Hope, Ontario L1A 2R4
Lisa DiStefano	3107A Washington Blvd Marina del Rey, CA 90292
Pritam Singh	6450 Jr. College Road Key West, FL 33040
John R. Allison, III	100 S.E. 2nd Street, #3350 Miami, FL 33131

ARTICLE IX  
OFFICERS

The affairs of the Foundation shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board at its first meeting and following each annual meeting of the members and they shall serve at the Board's pleasure. The By-Laws may provide for the removal of officers, the filling of vacancies and the duties of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board are as follows:

President	Paul Watson
Vice President	Pritam Singh
Vice President	Lisa DiStefano
Treasurer	Farley Mowat
Secretary	John R. Allison, III

Addresses for said officers are set forth hereinabove.

ARTICLE X  
INDEMNIFICATION

10.1 In General. The Foundation shall indemnify any person who was or is a party or is threatened to be made a party to any proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Foundation) by reason of the fact that he is or was a director, employee, officer or agent of the Foundation. The Foundation's indemnification of each such person shall be for expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such legal action, suit or proceeding if he acted in good faith and in a manner reasonably believed to be in or not opposed to the best interest of the Foundation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Foundation unless and only to the extent that the court in which such action or suit was brought shall determine upon application, that despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably

entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the Foundation's best interest, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

10.2 Expenses. To the extent that a director, officer, employee or agent of the Foundation has been successful on the merits or otherwise in defense of an action, suit or proceeding referred to in Section 10.1 or in defense of any claim, issue or matter herein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith, which expenses shall be repaid forthwith.

10.3 Approval. Any indemnification under Section 10.1 (unless ordered by a court) shall be made by the Foundation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 10.1. Such determination shall be made: (a) by a majority vote of a quorum of the Board consisting of directors who were not parties to such action, suit or proceeding; or (b) if such quorum is not obtainable, or, even if obtainable and a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or (c) by a majority of the members.

10.4 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Foundation in advance of the final disposition of such action, suit or proceeding as authorized by the Board in a specific case.

10.5 Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-Law, agreement, vote of members or otherwise. The indemnification shall pertain to the individual while in office after he is no longer a director, officer, employee and/or agent and shall inure to the benefit of the heirs and personal representative of said person.

10.6 Insurance. The Foundation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Foundation, or is or was serving at the request of the Foundation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or

arising out of his status as such, whether or not the Foundation would have the power to indemnify him against such liability under the provisions of this Article.

#### ARTICLE XI BY-LAWS

The first By-Laws of the Foundation shall be adopted by the Board designated herein. Thereafter, the By-Laws may be altered, amended or rescinded by the directors and members in the manner provided by the By-Laws.

#### ARTICLE XII AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

12.1 Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

12.2 Adoption. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board or by not less than one-third (1/3) of the voting members of the Foundation. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing the approval is delivered to the secretary at or prior to the meeting. The approvals must be either:

A. by not less than one-third (1/3) of the voting members of the Foundation and by not less than a majority of the Board; or

B. by not less than a majority of the voting members of the Foundation.

12.3 Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of the applicable Florida Statutes.

#### ARTICLE XIII REGISTERED AGENT

The name and street address of the first registered agent authorized to accept service of process within Florida for the Foundation is:

John R. Allison, III, Esq.  
100 S.E. Second Street, #3350  
Miami, Florida 33131-1101

FILED  
96 JUL 19 10 39  
TALLAHASSEE

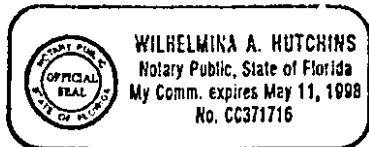
The Incorporator has affixed his signature this 17th day of July, 1996.


  
\_\_\_\_\_  
JOHN R. ALLISON, III

STATE OF FLORIDA     )  
                              )SS:  
COUNTY OF DADE     )

Before me personally appeared JOHN R. ALLISON, III to me well known and known to me to be the persons described in and who executed the foregoing instrument, and acknowledged to and before me that they executed said instrument for the purposes therein expressed. They are personally known to me and did not take an oath.

WITNESS my hand and official seal, this 17th day of July, 1996.



  
\_\_\_\_\_  
Notary Public State of Florida at  
Large

My Commission Expires:

#### ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named to accept service of process for SEA TREK 2000 Foundation, INC., at the place designated in these Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
JOHN R. ALLISON, III

Dated: 7/17/96