

N98000002744

TRANSMITTAL LETTER

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

April 20, 1998

200002517332--7
-05/08/98--01081--018
***131.25 ***131.25

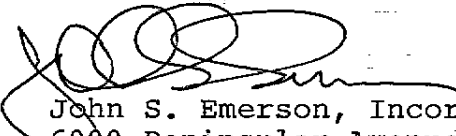
Corporate Filing Office

I enclose an original and one copy of the proposed articles of incorporation of THE SOCIETY FOR THE EARLY DECTION OF ENDANGERED MARINE MAMMALS, INCORPORATED.

Please file the articles of incorporation and return a certificate of incorporation and a file stamped copy of the original articles to me at the address below.

My personal check in the amount of \$131.25, made payable to your office, for filing and processing fees is enclosed.

Sincerely,



John S. Emerson, Incorporator
6000 Peninsular Avenue
Key West, Florida 33040
305 304 3342

FILED
98 MAY 12 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc
5/12/98

FILED

98 MAY 12 AM 10:46

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be:

THE SOCIETY FOR THE EARLY DETECTION OF ENDANGERED MARINE MAMMALS, INCORPORATED

ARTICLE II PRINCIPAL OFFICE AND REGISTERED OFFICE

The principal place of business and mailing address of this corporation shall be:

6000 Peninsular Avenue
Key West, Florida 33040

ARTICLE III PURPOSES

The specific purposes for which the corporation is organized are:

This corporation is organized exclusively for one or more of the purposes as specified in section 501(c)(3) of the Internal Revenue Code, including, for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal revenue Code, or corresponding section of any future federal tax code.

In addition, to enter the academic arena with long term, ongoing research into the marine mammal stranding phenomenon, providing scientific information, logistical support and assets to applicable marine research faculties and students, while keeping the interested public informed by periodic news letters and lectures.

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is:

If this corporation makes no provisions for members, then, at the regular meeting of directors held on the first Friday of July every third year, directors shall be elected by the board of directors. Voting for the election of directors shall be by written ballot. Each director shall cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to this board. The candidates receiving the highest number of votes up to the number of directors to be elected shall be elected to serve on the board.

ARTICLE V INCORPORATOR

The name and address of the incorporator to these articles of incorporation is:

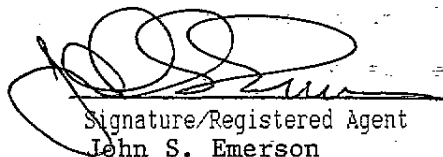
John S. Emerson
6000 Peninsular Avenue
Key West, Florida 33040



Signature/Incorporator

MAY 1, 1998
Date

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/Registered Agent
John S. Emerson

MAY 1, 1998
Date

FILED
98 MAY 12 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII NUMBER OF DIRECTORS

The number of initial directors of this coporation shall be three and the names and address of the initial directors are as follows:

John S. Emerson, 6000 Peninsular Ave, Key West, Florida 33040

Larry W. Allen, 6000 Peninsular Ave, Key West, Florida 33040

Mark C. Stouder, 6000 Peninsular Ave, Key West, Florida 33040

ARTICLE VIII PERIOD OF DURATION

The period of duration of this corporation is:

Perpetual

ARTICLE IX MEMBERSHIP

The classes, rights, privileges, qualifications and obligations of members of this corporation are as follows:

As stated in the Bylaws of this corporation.

ARTICLE X UPON THE DISSOLUTION OF THIS CORPORATION

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more

exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE XI POLITICAL ACTIVITIES

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf, or in opposition to, any candidate for public office.

ARTICLE XII CORPORATE EARNINGS

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

ARTICLE XIII OTHER ACTIVITIES

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.