

N 98000004702

PREVATT ENGLAND & TAYLOR

ATTORNEYS AT LAW

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

ONE TAMPA CITY CENTER
SUITE 2505
201 NORTH FRANKLIN STREET
TAMPA, FLORIDA 33602

TELEPHONE (813) 273-9666
FACSIMILE (813) 273-0414

POST OFFICE BOX 2920
TAMPA, FLORIDA 33601-2920

August 10, 1998

VIA U.P.S. OVERNIGHT MAIL

Florida Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32314

700002613847--2
-08/12/98--01052--003
***122.50 ***122.50

Re: U.S.S. FORRESTAL SEA, AIR, SPACE MUSEUM, INC.

Gentlemen:

Enclosed herewith are the Articles of Incorporation for the subject corporation together with a check in the amount of \$122.50 to cover the following:

Filing Fees	\$35.00
Certified Copy	52.50
Registered Agent Fee	<u>35.00</u>

\$122.50

We would appreciate your filing the Articles, certifying them as the Articles of Incorporation, and returning them to us.

Sincerely,

Karen J. Prevatt

Karen J. Prevatt

Enclosures

P. Hall

AUG 14 1998

8

FILED
98 AUG 12 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

U.S.S. FORRESTAL SEA, AIR, SPACE MUSEUM, INC.

FILED
98 AUG 12 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned natural persons of the age of 21 years or more, with other persons being desirous of forming a not-for-profit corporation under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I

The name of this Corporation is U.S.S. FORRESTAL SEA, AIR, SPACE MUSEUM, INC. Its mailing address is 4102 West Linebaugh Avenue, Suite 100, Tampa, FL 33624.

ARTICLE II

This Corporation is not formed for pecuniary profit or financial gain. The Corporation shall be a Non-Profit Corporation under the Florida Not-for-Profit Corporation Act, Chapter 617 Florida Statutes, and is irrevocably dedicated to and operated exclusively for non-profit purposes. The purposes for which the Corporation is organized is to implement and operate a not-for-profit organization whose purpose is to convert and operate the aircraft carrier U.S.S. Forrestal as a permanent sea, air, space museum.

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes. The Corporation may receive and administer funds for scientific, religious, educational, and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers, and dividends may not be paid or any part of the income or profit of the Corporation may not be distributed to its members, directors or officers, 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 this Article.

ARTICLE III

The Corporation hereby incorporates by reference any and all corporate powers given to corporations not for profit by virtue of Section 617.0302 of the Florida Statutes. The Corporation's activities are limited by any and all other restrictions which are required to obtain tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 (or any successor thereto).

ARTICLE IV

Members shall be those individuals who are the directors of the Corporation. The initial Board of Directors shall constitute the initial membership of this Corporation and each director shall remain a member as long as he holds office.

ARTICLE V

This Corporation is to exist perpetually.

ARTICLE VI

The names and addresses of the subscribing incorporators to these Articles are as follows:

Nils D. Olsson
6215 Chauncy Street
Tampa, FL 33647

Donald P. Pepping
4102 West Linebaugh Ave., Ste. 100
Tampa, FL 33624

John (Jack) W. Martin
5110 Gateway Boulevard
Tampa, FL 33624

ARTICLE VII

The affairs of the Corporation are to be managed by the Board of Directors. The Board of Directors shall appoint such officers, employees and agents to assist the Board in the management of the affairs as they may deem necessary and for such period of time as authorized by the Directors. The names of the officers who shall

serve until their successors are elected by the Board of Directors are:

Nils D. Olsson	Chairman
John (Jack) W. Martin	Vice Chairman
Donald P. Pepping	Executive Director

ARTICLE VIII

Section 1. The number of directors constituting the initial Board of Directors of the Corporation is three (3) and the names and addresses of the persons who are to serve as initial directors are:

Nils D. Olsson
6215 Chauncy Street
Tampa, FL 33647

H. G. Heininger
2012 East View Drive
Sun City Center, FL 33573

John (Jack) W. Martin
5110 Gateway Boulevard
Tampa, FL 33624

Section 2. The number of directors which constitute the Board of Directors may be increased or decreased as provided in the Bylaws of the Corporation; provided, however, in no event shall the number of directors be less than three (3), nor more than fifteen (15).

Section 3. The method of election of the directors and the filling of vacancies on the Board of Directors shall be stated in the Bylaws of the Corporation.

ARTICLE IX

Section 1. The Directors of the Corporation may provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary.

Section 2. Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of the Directors present at any regular meeting or any special meeting called for the purpose.

Section 3. The Bylaws of the Corporation shall contain provisions regulating the powers of the Corporation, the directors and members.

ARTICLE X

These Articles of Incorporation may be amended by a majority of those Directors present at a regular meeting or a special meeting called for said purpose upon notice given as provided for in the Bylaws or in any manner consistent with the laws of the State of Florida.

ARTICLE XI

Upon dissolution of this Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the obligations and liabilities of the Corporation, dispose of all the assets of the Corporation by distributing the same exclusively and for the benefit of an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, to the City of Tampa, Florida, or to the Tampa Port Authority, a public agency, and to no other person, trust or corporation. Notwithstanding any other provision hereof, no power shall be exercised by the Board of Directors in any manner which may jeopardize the status of the Corporation as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or any successor thereto).

ARTICLE XII


The name and address of the initial registered agent and the registered office of the Corporation are:

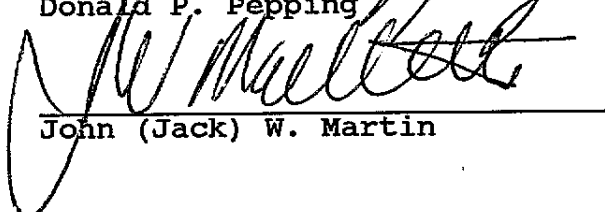
Registered Agent:	Karen J. Prevatt, Esquire
Registered Office:	201 N Franklin Street Suite 2505 Tampa, FL 33602

IN WITNESS WHEREOF, we the undersigned subscribing incorporators, have hereunto set our hands and seals, this 28th day

day of July, 1998, for the purposes of forming this Corporation not-for-profit under the laws of the State of Florida.


Nils D. Olsson


Donald P. Pepping


John (Jack) W. Martin

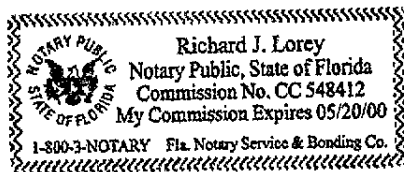
ACKNOWLEDGEMENTS

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and Court set forth above, personally appeared, NILS D. OLSSON, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 18 day of July, 1998.




NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

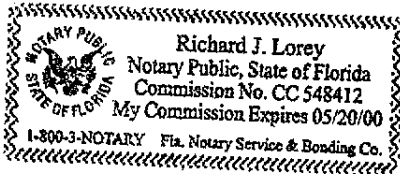
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and Court set forth above, personally appeared, JOHN

(JACK) W. MARTIN, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 28 day of July, 1998.



Richard J. Lorey
NOTARY PUBLIC
State of Florida at Large

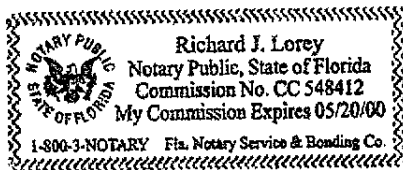
My Commission Expires:

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and Court set forth above, personally appeared, DONALD P. PEPPING, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 28 day of July, 1998.



Richard J. Lorey
NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

CERTIFICATE DESIGNATING REGISTERED AGENT


In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That U.S.S. FORRESTAL SEA, AIR, SPACE MUSEUM, INC., desiring to organize under the not-for-profit corporation act of the State of Florida with its initial registered office, as indicated in the Certificate of Incorporation, at 201 N Franklin Street, Suite 2505, Tampa, Florida 33602, has named Karen J. Prevatt, Esquire as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation at place designated in this Certificate, the undersigned corporation hereby accepts to act in this capacity, is familiar with and agrees to comply with the provisions of said Act relative to keeping open said office and the provisions of Chapter 617, Florida Statutes.

REGISTERED AGENT:



Karen J. Prevatt
98 AUG 12 PM 3:45
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared KAREN J. PREVATT, known by me to be the person who executed the foregoing Certificate Designating Registered Agent, and she acknowledged before me that she executed the Certificate Designating Registered Agent.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 24th day of July, 1998.


Printed Name: _____
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE
My commission expires: _____

