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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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SUBJECT: AIRSHIP Research in Science and Education
(Proposed corporate name - must include suffix)

Encls.

Christine F. Lippard
Assistant Vice President
Personal Account Executive

cell 727-
515-4376

SUNTRUST

SunTrust Bank, Tampa Bay
Gateway Office
8299 9th Street North
St. Petersburg, Florida 33702
Tel (813) 570-2116
Fax (813) 570-2114

Home 941-729-0739

Corporation and a check for:

122.50

ing Fee

certified Copy

☒ \$131.25

Filing Fee,

Certified Copy

& Certificate

ADDITIONAL COPY REQUIRED

FILED
98 SEP 18 AM 11:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FROM:

CHRISTINE F. LIPPARD

Name (Printed or typed)

780 Terra Ceia Rd
P.O. Box 383

Address

Terra Ceia, FL 34250-0383

City, State & Zip

727-570-2116

Daytime Telephone number

727-515-4376

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
AIRSHIP RESEARCH IN SCIENCE AND EDUCATION, INC.

FILED
98 SEP 18 AM 11:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

We the undersigned incorporators, hereby associate ourselves together and make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purposes of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of the corporation shall be:

Airship Research in Science and Education, Inc.

The principle office is located at: c/o Christine Fuller Lippard
780 Terra Ceia Road
PO Box 383
Terra Ceia, FL 34250-0383.

ARTICLE II

Purposes

The purposes for which this corporation is organized and shall be operated are:

(a)(1) This corporation is organized and shall be operated exclusively for scientific research and development using Airships with other advanced technologies to monitor and protect wildlife along with air and water quality. An Airship gives scientists an aerial platform for studying wildlife and monitoring air and water quality. Airships are less invasive than planes, helicopters or boats. As a means for the accomplishment of scientific research and education with the use of Airships, it shall be within the purposes of this corporation to establish, maintain and pursue any and all activities permitted by the laws of the State of Florida which, from time to time, shall seem expedient to its Board of Directors and Officers and which shall further the stated purposes of this corporation.

(a)(2) It shall be within the purposes of this corporation to receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for Airship research and development for scientific purposes either directly or by contributions to organizations exempt under Section 501 (C)(3) of the Internal Revenue Code and the regulations thereunder.

(b) No part of the net earnings of this corporation shall inure to the benefit of any member, trustee, director, officer of this corporation, or any private individual, except that reasonable compensation may be paid to members, trustees, directors or officers for services rendered to or for this corporation affecting one or more of its purposes, and no member, trustee, director, or officer of this corporation, or any private individual shall be entitled to share in the distribution or any of the corporate assets on dissolution of this corporation. No substantial part of the activities of this corporation shall be the carrying on of propaganda

or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provisions of these Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(C)(3) of the Internal Revenue Code or the regulations issued thereunder, or by an organization contributions to which are deductible under Section 170(C)(2) of such Code and regulations issued thereunder.

(d) Upon the dissolution of this corporation or the winding up of its affairs, the assets of this corporation shall be distributed to scientific or educational organizations which would then qualify for the provisions of Section 501(C)(3) of the Internal Revenue Code and the regulations issued thereunder; and no member, trustee, officer or private individual shall be entitled to share in the distribution of any of the assets.

ARTICLE III

Powers

This corporation shall have and exercise all powers necessary or convenient to effect any and all airship research and development for scientific purposes for which this corporation is organized.

ARTICLE IV

Members

The members of this corporation shall consist of those persons who join as subscribers to these Articles of Incorporation, those persons identified herein as members of the initial Board of Directors and such other persons as may from time to time be elected and admitted to membership by the Board of Directors of this corporation in accordance with the provisions of the by-laws of this corporation.

ARTICLE V

Terms of Existence

The term for which this corporation is to exist shall be perpetual.

ARTICLE VI

Subscriber

Name

Address

Christine Fuller Lippard

780 Terra Ceia Road
PO Box 383
Terra Ceia, FL 34250-0383

ARTICLE VII

Officers and Directors

The affairs of this corporation shall be managed by a Board of Directors who shall be elected as provided in the by-laws and by officers who shall be elected by the Board of Directors. The officers thus to be elected shall be a President, Vice President, Secretary and Treasurer and such other officers as may be provided for in the by-laws of this corporation. The duties of the respective officers and the manner of filling vacancies in the offices of this corporation shall be provided in the by-laws.

The number of Directors and the manner of filling vacancies in the Board of Directors shall be provided in the by-laws of this corporation. The number shall not be less than one and not more than ten. A quorum for the transaction of business shall be a majority of the Directors qualified and active, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the directors. Meetings may be held in or out of the State of Florida.

ARTICLE VIII

Officers

The names and addresses of the officers of this corporation who, subject to these Articles and the by-laws of this corporation and the laws of the State of Florida, shall hold office for the first year of the existence of this corporation, or until an election is held by the Directors of this corporation for the election of permanent officers, or until their successors have been duly elected and qualified are:

NAME	OFFICE	ADDRESS
Christine Fuller Lippard	President Vice President Treasurer	780 Terra Ceia Rd. PO Box 383 Terra Ceia, FL 34250-0383
Stephanie Jones	Secretary	3040 Grand View Avenue Clearwater, FL 33759

ARTICLE IX

Directors

NAME	ADDRESS
Christine Fuller Lippard	780 Terra Ceia Rd PO Box 383 Terra Ceia, FL 34250-0383
Brad Weigle	780 Terra Ceia Rd PO Box 317 Terra Ceia, FL 34250-0317
Cory Adler	861 12 th Avenue North St. Petersburg, FL 33701

Directors (Cont'd)

R. Lynn Gervais

1150 7th Street North
St. Petersburg, FL 33701

Marianna Murphy

5471 4th Street South
St. Petersburg, FL 33705

Stephanie Jones

3040 Grand View Avenue
Clearwater, FL 33759

ARTICLE X

By-Laws

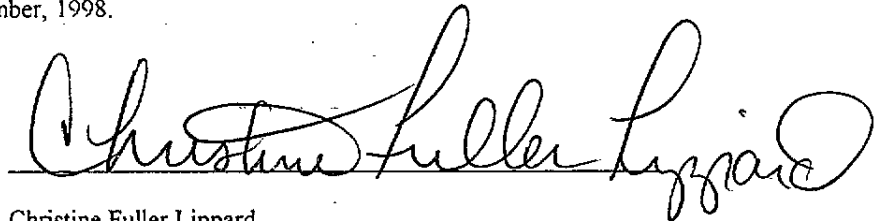
The by-laws of this corporation may be made, altered or rescinded from time to time in whole or in part by a majority vote of the Directors of this corporation present at any meeting of the Board of Directors duly called and convened; provided, however, that a quorum is present at the meeting of the Board of Directors and notice of the proposed action with respect to the by-laws shall have been mailed by the secretary to all of the members of the Board of Directors at least ten (10) days before the meeting.

ARTICLE XI

Amendment of Articles of Incorporation

These Articles may be amended by resolution adopted by the majority vote of the Directors of this corporation present at any meeting of the Board of Directors duly called and convened; provided, however, that unless ten days advance notice of the amendment or amendments to be considered at such meeting shall have been given in writing by mail to each member of the Board prior to such meeting, these Articles may be amended only by resolution adopted by two-thirds vote of the members at such meeting.

IN WITNESS WHEREOF, we have executed these Articles of Incorporation for the uses and purposes therein expressed this 17th day of September, 1998.

A large, stylized handwritten signature in black ink, reading "Christine Fuller Lippard". The signature is written over a horizontal line.

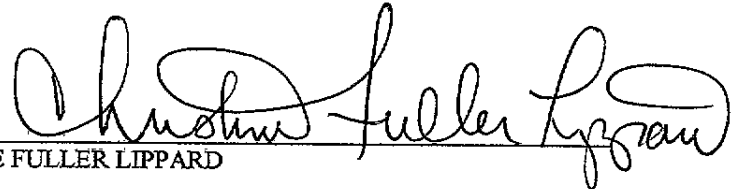
Christine Fuller Lippard

AIRSHIP RESEARCH IN SCIENCE AND EDUCATION, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Christine Fuller Lippard, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated by such corporation in its Articles of Incorporation, or otherwise, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.325, Florida Statutes,

DATED this 17th day of September, 1998



CHRISTINE FULLER LIPPARD

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, on this _____ day of September, 1998, personally appeared Christine Fuller Lippard, to me known to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that the same were executed freely and voluntarily, for the uses and purposes expressed.

WITNESS my hand and official seal the date aforesaid.


Notary Public


Printed Name

My Commission Expires:



Cynthia Paige Mueller
My Commission CC708107
Expires January 14, 2002

98 SEP 18 AM 11:47
TALLAHASSEE FLORIDA
SECRETARY OF STATE

FILED