

N98000005709



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 985215 81502A

AUTHORIZATION :

Patricia Pizute

COST LIMIT : \$ 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -6 PM 12:38

ORDER DATE : October 5, 1998

ORDER TIME : 5:11 PM

ORDER NO. : 985215-005

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CUSTOMER NO: 81502A

CUSTOMER: William C. Lewis, Jr., Esq
WILLIAM C. LEWIS, JR., ESQ

Suite 1550
9350 South Dixie Highway
Miami, FL 33156

DOMESTIC FILING

NAME: THE COVE FOUNDATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS:

RECEIVED
98 OCT -6 AM 8:18
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J 10/6/98

ARTICLES OF INCORPORATION
FOR
THE COVE FOUNDATION, INC.

FILED
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DIVISION OF CORPORATIONS
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The undersigned, acting as incorporator(s) of a corporation pursuant to Chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be:

THE COVE FOUNDATION, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business, the initial office and the mailing address of this corporation shall be:

Principal Place of Business and the
Initial Office

101900 Overseas Highway
Key Largo, FL 33037

Mailing Address

P.O. Box 870
Key Largo, FL 33037

ARTICLE III - PURPOSE(S)

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

- A. To operate exclusively for such charitable, educational and scientific 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.
- B. For marine and environmental research and protection.
- C. For the advancement of charity, education and any other related or corresponding charitable purposes by the distribution of its resources and funds for such purposes.
- D. To establish a training program for those members of the rescue, rehabilitation, and release teams.

- E. To generate an awareness of the general population to the needs for our organization and the needs of our organization.
- F. To collect and make available to any interest parties all information gathered through our work.
- G. To provide a learning platform for any students in any field of study relating in any way to our activities

ARTICLE IV - DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision 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, educational, religious or scientific purposes as shall at the 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 future 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 organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V - MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed shall be set forth in the By-laws of this Corporation.

ARTICLE VI - LIMITATION OF CORPORATE POWERS

The corporate powers of this Corporation are as provided in section 617.0302, Florida Statutes, unless limited as follows:

NONE

ARTICLE VII - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent is:

Mr. Erich F. Borguss
101900 Overseas Highway
Key Largo, FL 33037

ARTICLE VIII - INCORPORATORS

The name(s) and street address(es) of the incorporator(s) for these Articles of Incorporation is (are):

Mr. Erich F. Borguss
101900 Overseas Highway
Key Largo, FL 33037

The undersigned incorporator has executed these Articles of Incorporation this
18 day of September, 1998.

Signature of Incorporator

A handwritten signature in black ink, appearing to be 'E. Borguss', written over a horizontal line.

Erich F. Borguss
Typed name of incorporator signing

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 OCT -6 PM 12:38

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

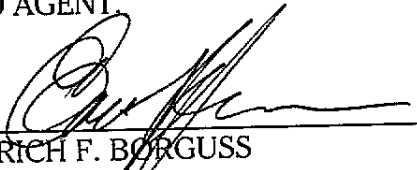
1. The name of the corporation is:

THE COVE FOUNDATION, INC.

2. The name and address of the registered agent and office is:

Mr. Erich F. Borguss
101900 Overseas Highway
Key Largo, FL 33037

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.


ERICH F. BORGUSS

9-18-98
DATE