

4
N 9800000 5714

LAW OFFICES
THOMAS J. WOOLLEY, JR.
PROFESSIONAL ASSOCIATION
FIRST FINANCIAL PLAZA, SUITE 408
639 EAST OCEAN AVENUE
BOYNTON BEACH, FLORIDA 33435

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -5 PM 4:53

MAILING ADDRESS:
POST OFFICE DRAWER JJ
BOYNTON BEACH, FLORIDA 33435

September 30, 1998

TELEPHONE (561) 737-4899
TELECOPIER (561) 737-4899

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

200002655082--0
-10/05/98--01034--002
*****70.00 *****70.00

Re: GLOBAL SEAS FOUNDATION, INC.

Dear Sir/Madam:

Enclosed please find the original and a copy of the Articles of Incorporation for the above-named not-for-profit corporation together with my check in the amount of \$70.00 representing the filing fee.

Please forward to this office a copy of the Articles of Incorporation after filing.

If you have any questions, please do not hesitate to contact me.

Sincerely,



THOMAS J. WOOLLEY, JR.

TJW/slr

Enclosures

F. CHESSEN OCT 6 1998

ARTICLES OF INCORPORATION
OF
GLOBAL SEAS FOUNDATION, INC.

FILED STATE
SECRETARY OF CORPORATIONS
98 OCT -5 PM 1:53

The undersigned Incorporator hereby executes and acknowledges these Articles of Incorporation to form a not-for-profit corporation pursuant to Chapter 617 of the laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be GLOBAL SEAS FOUNDATION, INC.

ARTICLE II

CORPORATE DURATION

This Corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE III

PURPOSES AND POWERS

Section 3.1 The specific and primary purposes for which this Corporation is formed are:

A. For the advancement of scientific, charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

B. Promote presentation and conscious interaction with the ocean ecology.

C. To operate exclusively in any other manner for such charitable and educational 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.

Section 3.2 Powers:

The Corporation shall have all of the powers of a not-for-profit corporation under Chapter 617 and 607 of the Florida Statutes, as amended from time to time.

ARTICLE IV

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The initial registered agent of the Corporation shall be WILLIAM H. DELP II and the initial registered office of the Corporation shall be 3599 - 23rd Avenue South, Unit 9, Lake Worth, Florida 33461.

ARTICLE V

BOARD OF DIRECTORS

Section 5.1. Number: This Corporation shall have three (3) Directors. The number of Directors may be either increased or diminished from time to time in accordance with the Bylaws but shall never be less than three (3).

Section 5.2. Members of Board: The names and addresses of the initial Directors of this Corporation, who shall serve until their successors are elected or appointed and have qualified are:

WILLIAM H. DELP II
3599 - 23rd Avenue South, Unit 9
Lake Worth, Florida 33461

BONNIE HESTER
3599 - 23rd Avenue South, Unit 9
Lake Worth, Florida 33461

GABRIEL COUSENS, M.D.
171 North 3rd Avenue
Patagonia, Arizona 85624

Section 5.3. Election: Directors shall be elected in accordance with the Bylaws of this Corporation.

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator are WILLIAM H. DELP II, 3599 - 23rd Avenue South, Unit 9, Lake Worth, Florida 33461.

ARTICLE VII

NONSTOCK BASIS

This Corporation shall be organized and operated as a not-for-profit corporation, on a nonstock basis.

ARTICLE VIII

PROHIBITED ACTIVITIES

Section 8.1. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, directors, trustees, 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 Article III hereof.

Section 8.2. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. This Corporation shall not

participate in, or intervene in (including by the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 8.3. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code or the corresponding provisions of any future United States Internal Revenue Law or (b) an entity or a corporation contributions to which are deductible under Sections 170(c)(1) or (2) of the Code or any other corresponding provisions of any future United State Internal Revenue Law.

ARTICLE IX

DISSOLUTION

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, education, 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 (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 X

MEMBERSHIP

The qualification for members and the manner of their admissions shall be regulated by the Bylaws for this Corporation.

ARTICLE XI

INDEMNIFICATION

Every Director and every Officer of the Corporation shall be indemnified by this Corporation to the full extent permitted by law against all expenses and liabilities, including attorney's fees in trial and appellate proceedings or any settlement thereof, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or Officer of this Corporation, whether or not he is a Director or Officer at the time such expenses are incurred, unless the liability of the Director or Officer in question is adjudged by decision of a court of competent jurisdiction to result from the gross negligence or willful misconduct of such Officer or Director in the performance of his duties; provided, however, that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and

reimbursement as being in the best interest of this Corporation. The foregoing right of indemnification shall be in addition to and shall not be exclusive of all other rights to which said Director or Officer may be entitled.

ARTICLE XII

AMENDMENT

These Articles of Incorporation may be amended in accordance with the Florida Not For Profit Corporation Act, as amended.



IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 29 of September, 1998.


WILLIAM H. DELP II

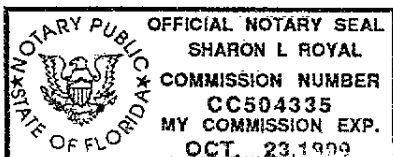
STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 29th day of September, 1998, by WILLIAM H. DELP II, who is personally known to me and who did not take an oath.


NOTARY PUBLIC

Printed Name

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED.

FIRST--THAT GLOBAL SEAS FOUNDATION, INC., WITH ITS PRINCIPAL PLACE OF BUSINESS AT 3599 - 23rd Avenue South, Unit 9, Lake Worth, Florida 33416, HAS NAMED WILLIAM H. DELP II, LOCATED AT 3599 - 23rd Avenue South, Unit 9, Lake Worth, Florida 33416 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


Signature: 

WILLIAM H. DELP II

Title: INCORPORATOR

Date: Sept 29, 98

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, 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.

Signature: 

WILLIAM H. DELP II,
REGISTERED AGENT

Date: Sept 27, 98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -5 PM 1:54