

N98000000 5734

E & M Firestone Associates
Incorporated

2045 La Valley Lane
DeLand, FL 32720

Elaine B. Firestone
Martin E. Firestone

Telephone (904) 740-0031
FAX (904) 740-1503

October 2, 1998

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

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Dear Sir or Madam:

Attached hereto are an original and two copies of the
Articles of Incorporation for **The Elaine B. Firestone
Foundation, Inc.**

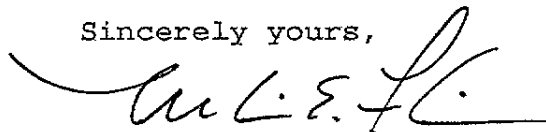
Also attached hereto is a check in the amount of \$131.25
to cover the required filing fee and charges for a Certified
Copy and Certificate.

Please return the foregoing corporate documents to:

Martin E. Firestone
2045 La Valley Lane
DeLand, Florida 32720

If there are any questions with respect to this
submission or if additional information is required, please
contact the undersigned.

Sincerely yours,



Martin E. Firestone

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Martin Firestone GAVE
AUTHORIZATION BY PHONE TO
CORRECT Article XXIV to October 1, 1995
DATE 10/7
DOC. EXAM DB

B. BROCK OCT 7 1998

**ARTICLES OF INCORPORATION
OF
THE ELAINE B. FIRESTONE FOUNDATION, INC.**

THE UNDERSIGNED, for the purpose of forming a non-profit, non-stock corporation under the Florida Not For Profit Corporation (Chapter 617, Florida Statutes) does hereby make and adopt the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the Corporation is The Elaine B. Firestone Foundation, Inc.

**ARTICLE II
ADDRESS**

The address of the Corporation is 917 Plantation Road, Key Largo, Florida 33037 and the name of the initial registered agent, as designated by the Incorporator, is Robert Lingenfelser and the address of the initial registered agent is 917 Plantation Road, Key Largo, Florida and the mailing address of the initial registered agent is P.O. Box 1625, Key Largo, Florida 33037.

**ARTICLE III
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of the Corporation is 917 Plantation Road, Key Largo, Florida 33037 and the name of its initial Registered Agent at that address is Robert Lingenfelser.

**ARTICLE IV
NO MEMBERS AND NO STOCK**

The Corporation shall not have members and shall not issue member certificates. The Corporation shall not issues shares of stock.

**ARTICLE V
NOT FOR PROFIT**

The Corporation is a not-for-profit corporation under Chapter 617, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Directors or Officers, except to the extent permissible under these Articles and under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (hereinafter the "IRS Code"). If the Corporation ever has members, no member shall have any vested right, interest or privilege

ARTICLE V
[CONTINUED]

in or to the assets, income or property of the Corporation and no part of the assets, income or property of the Corporation shall be distributable or for the benefit of its members except to the extent permissible under these Articles, under law and under Section 501(c)(3) of the IRS Code.

ARTICLE VI
DURATION

The duration of this Corporation is perpetual.

ARTICLE VII
PURPOSES

The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes including, but not limited to, the support and conduct of research, scientific and educational activities for the protection and preservation of marine mammals both in captivity and the wild including, but not limited to release to the wild programs, rescue, rehabilitation, and/or stranding situations and the monitoring and advocacy for improvement of the housing, veterinary care and general well being of captive marine mammals and the establishment and operation of a safe haven for unwanted and/or surplus dolphins and other marine mammals to be known specifically as The Florida Bay Dolphin Refuge.

The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing in these Articles shall be deemed as prohibiting the Corporation from extending its activities to any related or otherwise permissible lawful purpose which may become necessary or desirable for the furtherance of the Corporate Purposes as determined by the Board of Directors.

ARTICLE VIII
POWERS

Solely for the foregoing Purposes, the Corporation shall have the following powers:

a. To exercise all rights and powers conferred by the laws of the State of Florida upon non-profit corporations, including, but not limited to, those set forth in Chapter 617, Florida Statutes: to acquire by bequest, devise, gift, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its

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ARTICLE VIII
[CONTINUED]

amount or value; and, to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and/or proceeds of such property.

b. To engage in and transact any other lawful activity, solely in furtherance of the foregoing Purposes and for which nonprofit corporations may be incorporated under the Florida Not for Profit Corporation Act, and any successor or amendment to that Act.

c. To do such things as are incidental to the powers of the Corporation or necessary or desirable in order to accomplish the Purposes of the Corporation.

d. To engage in the acquisition, development, operation, management and disposition of facilities, services, products and processes either singly, in partnership with any other lawful entity or contractually with any other lawful entity to advance the Purposes of the Corporation.

ARTICLE IX
LIMITATION

No part of the net earnings of the Corporation shall inure directly or indirectly to the benefit of, or be distributable, to its members (if the Corporation should ever have any members), Directors or Officers, but 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 Article VII of these Articles.

ARTICLE X
TAX EXEMPT STATUS

It is intended that the Corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation under Section 501(c)(3) of the IRS Code as an organization described in Section 501(c)(3) of the IRS Code and which is other than a private foundation as defined in Section 509 of the IRS Code. These Articles shall be construed accordingly and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under Section 501(c)(3) of the IRS Code.

ARTICLE XI DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, make distribution of all of the assets of the Corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation or to such qualified organization or organizations as the said court shall determine. For purposes of this Article, an organization is a "qualified organization" only if, at the time of receiving such assets, it is operated exclusively for the purposes described in the following Sections of the IRS Code Section 170(c)(1); 170(c)(2)(B); Section 509(a)(1)(2) or (3).

ARTICLE XII BOARD OF DIRECTORS

There shall be a Board of Directors consisting of at least three (3) individuals. The initial Board of Directors are selected by the Incorporator. Thereafter, each Director shall be elected, and may be removed, at such time and in such manner as may be prescribed by the By-Laws of the Corporation or by law.

ARTICLE XIII OFFICERS

The Officers of the Corporation may consist of a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers and Assistant Officers as may be provided for in the By-Laws of the Corporation or by resolution of the Board of Directors. Each Officer shall be elected, and may be removed at such time and in such manners as may be prescribed by the By-Laws of the Corporation or by law.

ARTICLE XIV INCORPORATOR

The name and street address of the Incorporator of this Corporation is Martin E. Firestone, 2045 La Valley Lane, DeLand, Florida 32720.

**ARTICLE XV
BY-LAWS**

The By-Laws of the Corporation are to be made and adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors.

**ARTICLE XVI
AMENDMENT TO THE ARTICLES OF INCORPORATION**

The Corporation reserves the right to amend or repeal any provision in these Articles of Incorporation or any amendment to them.

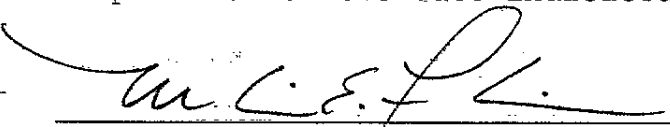
**ARTICLE XVII
INDEMNITY AND CIVIL LIABILITY IMMUNITY**

The Corporation shall indemnify each Director and Officer, including former Directors and Officers, to the fullest extent allowed by law, but not limited to the provisions of Chapter 617, Florida Statutes. It is intended that the Corporation be an organization the Directors and Officers of which are immune from civil liability to the extent provided under Chapter 617, Florida statutes and other laws.

**ARTICLE XVIII
COMMENCEMENT OF CORPORATE EXISTENCE**

The date of existence of the Corporation shall be and Corporate existence shall commence on the date these Articles of Incorporation are filed with the Secretary of State of Florida or October 1, 1998, whichever is sooner.

IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on the date indicated.


Martin E. Firestone, Incorporator

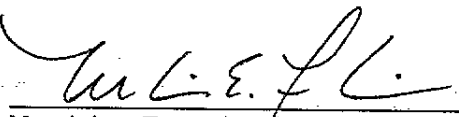
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND NAMING AGENT UPON WHOM
PROCESS MAYBE SERVED.**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First: that **THE ELAINE B. FIRESTONE FOUNDATION, INC.** desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 917 Plantation Road, Key Largo, Florida 33037 has named **Robert Lingenfelser** at 917 Plantation Road, Key Largo, in the State of Florida 33037 as its agent to accept service of process within the State of Florida.

SIGNATURE:


Martin E. Firestone

TITLE:

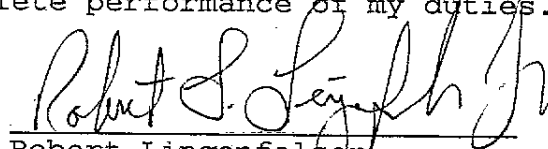
Incorporator

DATE:

10-2-98

Having been named as agent 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:


Robert Lingenfelser

DATE:

10-2-98

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