

N98000006304

GILBERT R.H. KENNEDY
2315 ATLANTIC BEACH BLVD.
FT. PIERCE, FLORIDA 34949

(561) 467 - 2545

January 18, 2000

TRANSMITTAL LETTER

The Secretary of State
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

200003104972--7
-01/20/00--01101--012
*****43.75 *****43.75

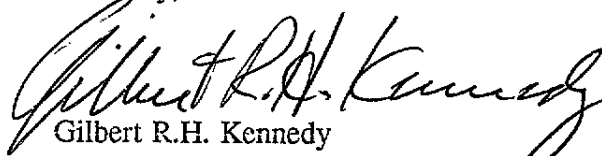
Dear Sir:

Enclosed is an original and one (1) copy of the Articles of Amendment to the Articles of Incorporation of the Indian River Institute, Inc. which were filed on November 3, 1998 and assigned document number N98000006304.

A check in the amount of \$43.75 is also enclosed: \$35.00 for the amendment of articles filing fee and \$8.75 for one (1) certified copy of the amended articles of incorporation.

Thank you for your assistance in this matter.

Sincerely,



Gilbert R.H. Kennedy
Managing Director, Indian River Institute, Inc.

FILED
00 JAN 20 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend
T LEWIS JAN 27 2000

**ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
INDIAN RIVER INSTITUTE, INC.**

FILED
00 JAN 20 AM 8:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: These amended and restated Articles of Incorporation were adopted in their entirety by the Board of Directors on January 14, 2000.

ARTICLE I — NAME

The name of the corporation is **INDIAN RIVER INSTITUTE, INC.** (hereinafter "the Corporation").

ARTICLE II — PRINCIPAL OFFICE

The principal place of business and the mailing address of the corporation shall be:

**2315 Atlantic Beach Boulevard
Fort Pierce, Florida 34949**

ARTICLE III — PURPOSE(S)

The specific purpose(s) for which the corporation is formed are as follows:

1. The Corporation is organized and shall operate exclusively for scientific and educational purposes, especially the restoration of the marine environment through stock enhancement programs, aquaculture research and development, marine biomedical research and development, marine nutritional research and development, and marine science education, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Title 26 §501(c)(3) of the Internal Revenue Code of 1986, as amended.
2. The Corporation shall perform such research and development as is deemed necessary and desirable for the purpose of advancing the existing state of knowledge and technology and developing innovative methods of aquaculture and stock enhancement to increase productivity and rehabilitation of aquatic systems.
3. To accomplish the purposes of the Corporation, it shall have the following powers: the power to purchase, lease, sell, convey, and otherwise use and acquire property of every kind and nature, real, personal, and mixed; the power to sell, pledge, hypothecate, and otherwise dispose of such property; the power to borrow money and give security therefor, and to execute deeds of conveyance, deeds of trust, mortgages and other instruments of writing on the assets of the Corporation; the power to employ agents and representatives and/or labor; and to do and perform each and everything deemed by the Board of Directors proper to carry out the plans and purposes hereof.

4. To do all acts and things necessary or convenient for the accomplishment of the purposes and objects of the Corporation as herein expressed, and all acts and things incidental thereto, and, in general, to exercise and enjoy all rights, powers and privileges now or hereafter granted to corporations in general, and to not for profit corporations in particular, under the laws of the State of Florida as they now exist or as they may hereafter be amended.
5. With regard to its policies and practices in connection with personnel employment, educational fellowships and grant-making activities, and all other social or public interactions of any kind, the Corporation will not discriminate against any individual or group of individuals on the basis of race, color, gender, age, national or ethnic origin.
6. Anything contained herein to the contrary notwithstanding, no part of the net earnings or of the principal assets of the Corporation shall inure to the benefit of any donor, grantor, testator, lender, or his or her heirs, representatives, or assigns, or any member of the Board of Directors or of the Corporation, or of any other entity, natural or corporate; and no part of the net earnings or the principal assets of the Corporation shall be diverted to or used in connection with any attempt to influence the general public, or segments thereof, with respect to legislative matters, elections or referendums or to participate in or intervene in, directly or indirectly, any political campaign on behalf of or in opposition to any candidate for any public office.
7. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or (2) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, as amended.
8. In any taxable year in which the Corporation is a private foundation as described in section 509(a) of the Internal Revenue Code of 1986, as amended, the Corporation will (1) distribute its income for said period at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code of 1986, as amended, (2) will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1986, as amended, (3) will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1986, as amended, (4) will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code of 1986, as amended, and (5) will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code of 1986, as amended.
9. In the event of the liquidation or dissolution of the Corporation, all property and assets remaining after payment of its debts shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV — MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is:

The affairs of the Corporation shall be managed by its Board of Directors. The Corporation shall have three (3) members of the board initially appointed by the Incorporator; the number of directors

may be changed from time to time as provided by the By Laws, but their number may never be less than three. Directors of the Corporation shall be appointed at the Corporation's annual meeting by the existing board. Directors may be appointed, removed, and vacancies on the board filled, in the manner provided by the By Laws.

ARTICLE V — REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent are:

**Gilbert R.H. Kennedy
2315 Atlantic Beach Boulevard
Fort Pierce, Florida 34949**

ARTICLE VI — INCORPORATOR

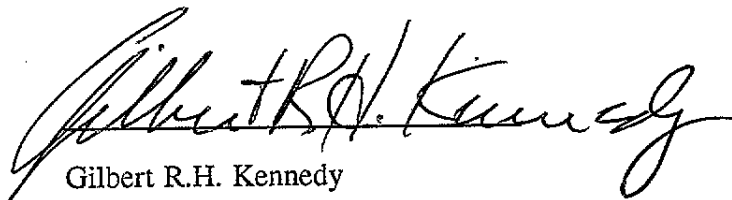
The name and address of the Incorporator to these Articles of Incorporation are:

**Gilbert R.H. Kennedy
2315 Atlantic Beach Boulevard
Fort Pierce, Florida 34949**

SECOND: The date of adoption of the amendment was January 14, 2000.

THIRD: There are no members or members entitled to vote on the amendment. The amendment was adopted unanimously by the Board of Directors.

INDIAN RIVER INSTITUTE, INC.

A handwritten signature in cursive script, appearing to read "Gilbert R.H. Kennedy", is written over a horizontal line.

Gilbert R.H. Kennedy

Managing Director

January 18, 2000