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November 5, 1998

N98000006329

Secretary of State's Office
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

HAND DELIVERY

Re: Emerald Coast Marine Institute, Inc.

Dear Sir or Madam:

Enclosed for filing are Articles of Incorporation for the above-referenced corporation. Also enclosed is an extra copy to be date stamped. Our check for \$70.00 is also enclosed.

Thank you for your assistance.

Sincerely,

David J. Hull /cv

David J. Hull

/cv
Enclosure

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION
OF
EMERALD COAST MARINE INSTITUTE, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of becoming incorporated under the laws of the State of Florida, Chapter 617, the Florida Not-for-Profit Corporation Act, petition the Secretary of State for approval of such incorporation under the following Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation shall be Emerald Coast Marine Institute, Inc.

ARTICLE II - DURATION

This Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed except that if they are not filed by the Florida Department of State within five days, exclusive of legal holidays, after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE III - PURPOSES, LIMITATIONS AND DISSOLUTION

Section 3.1. Purposes. The Corporation is organized exclusively for charitable and educational purposes, including, without limitation, the following purposes:

a. Rehabilitating of delinquent and dependent youth by providing education, training, discipline and productive work;

b. Conducting marine related education and rehabilitation programs for dependent, delinquent, and other problem youth; and

c. Receiving real or personal property, or both, and subject to the restrictions and limitations in these Articles, using and applying the whole or any part of the income and the principal exclusively for charitable, religious, scientific, literary or educational purposes either directly or by contributions to organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or under a corresponding provision of any subsequent Federal Tax Law.

Section 3.2. Limitations on Actions. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that 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 this Article III. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwith-

standing any other provision of these Articles, however, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or (b) by a corporation, described in Sections 170(c), 170(b)(1)(A), 2055(a) and 2522(a) of the Internal Revenue Code of 1986 or the corresponding provision of any future Federal Tax Law. Any references to the Internal Revenue Code shall include successor provisions of any future corresponding Federal Tax Law.

Section 3.3. Dissolution. Upon the dissolution of the Corporation, the Board of Trustees 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 by distributing the assets to such organization or organizations which, at such time, is or are qualified as an exempt organization under Section 501(c)(3) and are described in Section 170(c), 170(b)(1)(A), 2055(a) and 2522(a) of the Internal Revenue Code as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the Corporation is then located, exclusively for the purposes of the Corporation or to such organization or organizations which are organized and operated exclusively for charitable purposes and are described in Section 501(c)(3), 170(c), 170(b)(1)(A), 2055(a) and 2522(a) of the Internal Revenue Code as the court shall determine.

ARTICLE IV - INCORPORATOR

The name and address of the incorporator of this Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Frederick D. Kremer	5915 Benjamin Center Drive Tampa, Florida 33634

ARTICLE V - MANAGEMENT OF AFFAIRS-BOARD OF TRUSTEES

Section 5.1. The affairs of the Corporation are to be managed by a Board of Trustees, consisting of not less than three persons, including the Chairman of the Board and such other persons and officers as may be provided in the Bylaws.

Section 5.2. Members of the Board of Trustees shall be elected and hold office in accordance with the Bylaws.

Section 5.3. The names and addresses of the persons who are to serve as members of the Board of Trustees until their successors are elected, are:

<u>NAME</u>	<u>ADDRESS</u>
Robert S. Weaver	5915 Benjamin Center Drive Tampa, Florida 33634
Frederick D. Kremer	5915 Benjamin Center Drive Tampa, Florida 33634
O. B. Stander	5915 Benjamin Center Drive Tampa, Florida 33634

ARTICLE VI - EXECUTIVE COMMITTEE

The Board of Trustees shall have an Executive Committee which shall consist of the Chairman of the Board, and not less than two additional members of the Board as provided in the Bylaws of the Corporation. The Executive Committee shall have and may exercise all the powers of the Board of Trustees between meetings of the Board.

ARTICLE VII - OFFICERS

The officers of the Corporation shall be a Chairman of the Board of Trustees, and such other officers as set forth in the Bylaws of the Corporation. The election of officers; their terms of office; the persons who may serve in an office; and their duties and responsibilities shall be controlled by the Bylaws of the Corporation.

The officers who will serve until their successors are elected are:

<u>NAME</u>	<u>POSITION</u>	<u>ADDRESS</u>
Robert S. Weaver	Chairman and President	5915 Benjamin Center Drive Tampa, Florida 33634
O. B. Stander	Vice President	5915 Benjamin Center Drive Tampa, Florida 33634
Frederick D. Kremer	Secretary/ Treasurer	5915 Benjamin Center Drive Tampa, Florida 33634

ARTICLE VIII - ADOPTION AND CHANGE OF BYLAWS

Section 8.1. The Board of Trustees of this Corporation or the Executive Committee may adopt such Bylaws for the conduct of its business as it may deem necessary.

Section 8.2. Upon proper notice, the Bylaws may be amended or rescinded by a majority vote of those members of the Board of Trustees or the Executive Committee present at any regular meeting or any special meeting called for that purpose.

ARTICLE IX - AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended or rescinded by approval of a majority of the members of the Board of Trustees.

ARTICLE X - PRINCIPAL OFFICE

The principal office and mailing address of the Corporation shall be 5915 Benjamin Center Drive, Tampa, Florida 33634.

ARTICLE XI - INITIAL REGISTERED AGENT AND OFFICE

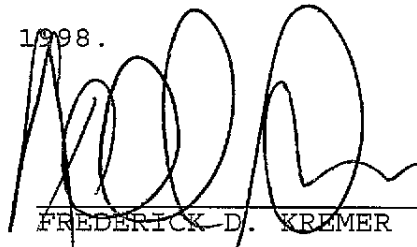
The name and street address of the initial registered agent and office of the Corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Frederick D. Kremer	5915 Benjamin Center Drive Tampa, Florida 33634

ARTICLE XII - NON-STOCK CORPORATION AND NO MEMBERS

This Corporation is organized under a non-stock basis and shall have no members.

The incorporator has executed these Articles of Incorporation the 4 day of November, 1998.

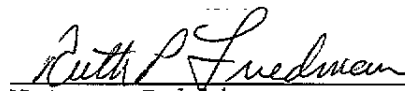

FREDERICK D. KREMER

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, FREDERICK D. KREMER, to me well known and known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 4 day of November, 1998, FREDERICK D. KREMER WHO IS PERSONALLY KNOWN TO ME.


Notary Public
State of Florida at Large
My Commission Expires:



CERTIFICATE DESIGNATING REGISTERED OFFICE AND AGENT
FOR THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Sections 48.091 and 617.0501, Florida Statutes, the following is submitted:

Emerald Coast Marine Institute, Inc., desiring to organize under the laws of the State of Florida, hereby designates Frederick D. Kremer, located at 5915 Benjamin Center Drive, Tampa, Florida 33634, as its registered agent to accept service of process within this State.

Dated this 4 day of November, 1998.


FREDERICK D. KREMER

Having been named as registered agent to accept service of process for the above Corporation, at the place designated in this certificate, I 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 property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 4 day of November, 1998.


FREDERICK D. KREMER

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SECRETARY OF STATE
TALLAHASSEE FLORIDA