

N98000006345

TRANSMITTAL LETTER

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

200002680812--9  
-11/05/98--01025--004  
\*\*\*\*131.25 \*\*\*\*\*87.50

SUBJECT: OCEANUS INC.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate

\$122.50  
Filing Fee  
& Certified Copy

\$131.25  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: C. W. SINGIN SMITH  
Name (Printed or typed)

641 PEPPER ST. NE  
Address

PALM BAY, FL 32907  
City, State & Zip

(407) 722-1224  
Daytime Telephone number

FILED  
98 NOV -5 AM 10:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Dmc  
11-6-98

NOTE: Please provide the original and one copy of the articles.

(4)

## ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, hereby adopt(s) the following Articles of Incorporation:

### ARTICLE I NAME

The name of the corporation shall be:

Oceanus Inc.

### ARTICLE II PRINCIPLE OFFICE

The principle place of business and mailing address of this corporation shall be:

641 Pepper St. NE Palm Bay, FL 32907

### ARTICLE III PURPOSE(S)

Said corporation is organized exclusively for educational and scientific purposes in accordance under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The specific purpose(s) for which the corporation is organized is(are):

1. To educate the general public on ocean and environmental topics.
2. To act as a vehicle for scientific research and development in the ocean and environmental related fields.
3. To showcase new and creative ideas to fulfill everyday activities that conserves energy and is environmentally friendly.

### ARTICLE IV MANNER OF ELECTION OF DIRECTORS

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

The directors of the corporation shall be appointed by the chairman of the corporation based on their individual knowledge, experience, creativity and merit in their respective fields. The value and insight they can bring to aid in the long-term success of the corporation will also be essential. The initial chairman shall be the incorporator.

### ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

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

Christopher W. "Sinjin" Smith (C. W. Sinjin Smith)  
641 Pepper St. NE  
Palm Bay, Fl 32907

### ARTICLE VI INCORPORATOR

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

Christopher W. "Sinjin" Smith (C. W. Sinjin Smith)  
641 Pepper St. NE  
Palm Bay, Fl 32907

### ARTICLE VII DEDICATION

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services render and to make payments and distributions in furtherance of the purposes set forth in the Article Third hereof. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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TALLAHASSEE, FLORIDA

ARTICLE VIII      DISTRUBUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, 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 principle 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 purpose.

C. W. Sp. Sh  
Signature/Incorporator

11/1/98  
Date

98 NOV -5 AM 10:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
**FILED**

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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.

**FILED**  
98 NOV -5 AM 10:13  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

1. The name of the corporation is OCEANUS INC

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

CHRISTOPHER W. "SINJIN" SMITH (C. W. SINJIN SMITH)  
(NAME)

641 PEPPER ST. NE  
(P.O. Box or Mail Drop Box **NOT** Acceptable)

PALM BAY, FL 32907  
(CITY/STATE/ZIP)

*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.*

C. W. Smith  
(SIGNATURE)

11/1/98  
(DATE)