

N99000000459

Glen R. McDonald
215 Harrison Avenue
Panama City, FL 32401
(850) 914-3188

January 15, 1999

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*****78.75 *****78.75

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

Re: Coastal Operations Institute, Inc.

Gentlemen:

Enclosed, please find the original plus one (1) copy of the Articles of Incorporation for the above-captioned corporation.

Additionally, please find enclosed a check in the amount of Seventy-Eight and 75/100 (\$78.75) which covers the following costs:

1.	Filing Fee for Articles of Incorporation	\$ 35.00
2.	Certified Copy of Articles of Incorporation	\$ 8.75
3.	Filing Fee for Registered Agent	\$ 35.00
		\$ 78.75

Please return the certified copy to the attention of Glen R. McDonald, 215 Harrison Avenue, Panama City, Florida 32401.

Should you have any questions or need further clarification regarding the above, please feel free to call our office (850) 914-3188 at your convenience.

If I can be of further assistance, please advise.

Sincerely,

Glen R. McDonald
Glen R. McDonald

Enclosure

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
COASTAL OPERATIONS INSTITUTE, INC.**

The undersigned subscriber, acting as incorporator of a corporation, pursuant to Chapter 617 of the Florida Statutes adopts the following Articles of Incorporation for the formation of a not-for-profit corporation:

ARTICLE I

The name of the corporation is Coastal Operations Institute, Inc., and the location shall be located within or without the state of Florida, at such place as the Board of Directors shall from time to time designate. The corporation may maintain additional offices as the Board of Directors may designate. The corporation shall continuously maintain within the State of Florida a registered office at such place as may be designated by the Board of Directors.

ARTICLE II

The period of duration is perpetual unless dissolved according to law.

ARTICLE III

The purpose of the corporation, a not-for-profit organization, is to be the lead organization for the advancement and diffusion of knowledge and understanding of the Gulf of Mexico including science and technology, economic planning and development, international relations, and for any other lawful not-for-profit purpose.

The corporation will join together businesses and other organizations with common interests in the coastal regions in a common forum to promote collaboration of work efforts, sharing of information, and to provide a network among participants.

The goal of the Coastal Operations Institute (COI) is to aid in the collaboration of all member organizations in the pursuit of projects and interests concerning the Gulf of Mexico and all coastal regions. The COI scope will be broad based and not limited to any one industry, group, project or subject.

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ARTICLE IV

The corporation shall not engage in any act of self-dealing as defined in the internal Revenue Code of 1986, as amended. The Corporation shall not retain any excess business holdings as defined in the Internal Revenue Code of 1986, as amended.

ARTICLE V

Any corporation, academic organization, unit or sub-unit of government, or other interested organization shall be eligible for membership within the COI. Membership requirements and designations shall be voted on and approved by the Board of Directors.

ARTICLE VI

The address, including street and number, of its initial registered office is 6703 West Highway 98, Bldg. 452, Panama City, Florida 32407 and the name of its initial register is Glen R. McDonald.

ARTICLE VII

The corporation shall have at least three (3) Directors. The names and addresses, including street and number of the persons who are to serve as the Directors until the first annual meeting or until their successors shall be elected and qualified are:

Directors

<u>Name</u>	<u>Address</u>
Jimmie L. Bratton	Applied Research Associates, Inc. 4300 San Mateo Blvd. NE, Suite A-220 Albuquerque, NM 87110
L. N. Dantzler	The Storage Inn 3000 South Highway 77 P.O. Box 246 Lynn Haven, FL 32444

Robert McSpadden, Ph.D.

Gulf Coast Community College
5230 West Highway 98
Panama City, FL 32401

Ex-Officio Directors

David Skinner, Ph.D.

Coastal Systems Station
6703 West Highway 98
Bldg. 110
Panama City, FL 32407

Jimmy Cornette, Ph.D.

Air Force Research Laboratory
Airbase and Environmental Technology
139 Barnes Drive, Suite 2
Tyndall AFB, FL 32403

Directors shall be elected or appointed in accordance with the Bylaws.

ARTICLE VIII

This corporation is organized under a non-stock basis.

ARTICLE IX

The internal affairs of the corporation shall be governed by the provisions contained in the corporation's bylaws. The corporation shall be managed by the corporation's Director, who shall be responsible for the day-to-day operation of the corporation. Upon dissolution of the corporation, any assets remaining after all corporate liabilities and obligations have been paid or discharged or adequate provisions made therefore shall be distributed in accordance with a plan of distribution adopted at a meeting of the Board of Directors by a majority vote of the Directors then in office, provided that the plan of distribution is in accordance with Section 617.1406, Florida Statutes, as amended from time to time.

ARTICLE X

The names and addresses of the incorporators are:

Name

Address

Glen R. McDonald

Applied Research Associates, Inc.
215 Harrison Avenue
Panama City, FL 32401

L. N. Dantzler

The Storage Inn
3000 South Highway 77
P.O. Box 246
Lynn Haven, FL 32444

Robert McSpadden, Ph.D.

Gulf Coast Community College
5230 West Highway 98
Panama City, FL 32401

IN WITNESS WHEREOF, the Incorporators have affixed their authorized signatures and seals this 15th day of January, 1999.

Glen R. McDonald
Glen R. McDonald

L. N. Dantzler
L. N. Dantzler

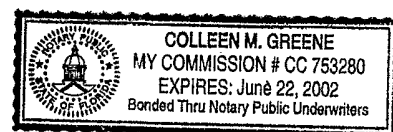
Robert McSpadden
Robert McSpadden, Ph.D.

STATE OF FLORIDA
COUNTY OF BAY

The foregoing instrument was acknowledged before me this 15th day of January, 1999, by Glen R. McDonald, L. N. Dantzler and Robert McSpadden, Ph.D., as subscribers and that the statements therein contained are true.

[SEAL]

Colleen M. Greene
Notary Public
My commission expires 6/22/02



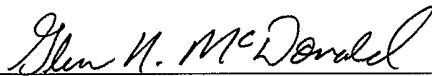
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.901, Florida Statutes, the following is submitted in compliance with said Act:

FIRST, that Coastal Operations Institute Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, appoints Glen R. McDonald as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept the Act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Glen R. McDonald
Resident Agent

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