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January 27, 1999

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Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Articles of Incorporation: Reef Explorers Inc.

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation for the above named proposed Florida **not-for-profit corporation**, and our check in the amount of \$122.50 representing payment of the following:

Filing Fee	\$35.00
Certified Copy of the Articles	\$52.50
Filing Fee for Registered Agent	\$35.00

Please file the enclosed Articles of Incorporation and return a certified copy to this office. Also enclosed is the Designation of Registered Agent form pursuant to 48.091, Florida Statutes.

Sincerely,

  
Stuart B. Klein, Esq.

SBK:clw

Enclosures

cc: C. Pugh, PB Zoo at Dreher Park

Certified Mail

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 FEB - 1 PM 4: 21

D. BROWN FEB - 3 1999

**ARTICLES OF INCORPORATION**

**OF**

**Reef Explorers Inc.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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The undersigned, for the purpose of forming a not-for-profit corporation under the Florida Not-For-Profit Corporation Act, Chapter 617, Florida Statutes, hereby adopt the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the corporation is Reef Explorers Inc.

**ARTICLE II - EFFECTIVE DATE AND DURATION**

The corporation shall begin existence as of the date of filing with the Secretary of State of Florida and shall continue perpetually until dissolved according to law.

**ARTICLE III - PRINCIPAL OFFICE**

The initial registered office of this corporation shall be located at:

c/o Palm Beach Zoo at Dreher Park  
1301 Summit Boulevard  
West Palm Beach, Florida 33415

**ARTICLE IV - REGISTERED AGENT**

The name and address of the initial Registered Agent shall be:

Kathie Comerford  
1509 Ocean Dunes Circle  
Jupiter, Florida 33477

## **ARTICLE V - PURPOSE**

A. This corporation is organized exclusively for charitable purposes. In furtherance of this purpose, this corporation may transact any and all business lawful for a not-for-profit corporation, including but not limited to: educating the public and constituencies about aquatic environments and their conservation; engaging in activities to conserve marine and fresh water ecosystems; developing financial, social and scientific strategies to further the corporate objectives; and to develop a broad base of public and private support through organizational membership. The corporation may endorse the development of chapters to further the purposes set forth herein and any office or chapter shall meet the criteria set forth in these Articles of Incorporation, the By-Laws and the policies set forth by the Board of Directors.

B. No part of the net earnings of the corporation shall inure to benefit of, or be distributable to, its members, officers or other private persons, except that the corporation shall be authorized in power to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in Paragraph A of this Article. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of a 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 §501(C)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under §170(C)(2) of the Internal Revenue Codes.

#### **ARTICLE VI - MEMBERSHIP**

Membership in this corporation shall be limited to persons named in these Articles of Incorporation, as the incorporators or directors; the directors of the corporation elected from time to time, and those persons who manifest an interest in the purposes set forth in Article V, Subsection A of these Articles, and whom meet the criteria, if any, for membership set by the Board of Directors.

#### **ARTICLE VII - NAMES OF INCORPORATORS**

The names and addresses of those persons subscribing to these Articles of Incorporation of the Corporation are as follows:

Kathie Comerford  
1509 Ocean Dunes Circle  
Jupiter, FL 33477

Toby Ruddick  
18711 S.E. Lakeside Way  
Tequesta, FL 33469

Ladona Hancock  
P.O. Box 567  
West Palm Beach, FL 33402

#### **ARTICLE VIII - BOARD OF DIRECTORS**

The affairs of the corporation shall be conducted by a Board of Directors consisting of not less than three (3) nor more than nine (9) Directors. The names and addresses of the persons who shall constitute the initial Board of Directors of the corporation shall serve until their successors are nominated and appointed as provided in the By-Laws are:

Kathie Comerford  
1509 Ocean Dunes Circle  
Jupiter, FL 33477

Toby Ruddick  
18711 S.E. Lakeside Way  
Tequesta, FL 33469

Ladona Hancock  
P.O. Box 567  
West Palm Beach, FL 33402

#### **ARTICLE IX - BY-LAWS**

The Directors shall have the right to make and adopt such By-Laws as they deem proper and advisable and such By-Laws shall be made, altered or rescinded upon by a majority vote of the Directors then in office and who are present and voting at any regular or special meeting of the corporation called for that purpose.

#### **ARTICLE X - AMENDMENTS**

These Articles of Incorporation may be amended at a meeting of the Board of Directors by a majority of the directors then in office.

#### **ARTICLE X - DISSOLUTION**

Upon dissolution of this corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which qualify under § 501(C)(3) and § 170(C)(2) of the Internal Revenue Service Code, or to the Federal Government, or to a State or Local Government, for public purposes. None of the assets shall be distributed to any member, officer, or director of this corporation. Any assets not so disposed of shall be disposed of by the Court of the County in which the principal office of the corporation has been located, exclusively for such purposes or to such organizations as said Court shall determine, which are organized and operated exclusively for charitable purposes.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation under the Florida Not-For-Profit Corporation Act, do hereby make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and hereunto have set their hands and seals on the 12 day of January, 1999.

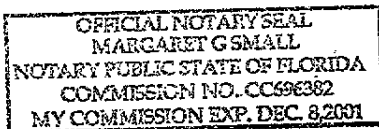
Incorporators:

Kathie Comerford  
KATHIE COMERFORD

STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public, personally appeared KATHIE COMERFORD, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed these Articles of Incorporation on this 12<sup>th</sup> day of January, 1999.

Margaret G Small  
Notary Public, State of Florida



Toby Ruddick  
TOBY RUDDICK

STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public, personally appeared TOBY RUDDICK, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed these Articles of Incorporation on this 11<sup>th</sup> day of January, 1999.

Dana H Bullock  
Notary Public, State of Florida



Ladona Hancock  
LADONA HANCOCK

STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public, personally appeared LADONA HANCOCK, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that she subscribed these Articles of Incorporation on this 18th day of JANUARY, 1999.

Elmer Brewer  
Notary Public, State of Florida



Elmer Brewer  
My Commission CC570905  
Expires Jul. 21, 2000



Elmer Brewer  
My Commission CC570905  
Expires Jul. 21, 2000

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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In compliance with Section 48.091, Florida Statutes, the following is submitted:

That **Reef Explorers Inc.**, desiring to organize under the laws of the State of Florida, with its principal office at the County of Palm Beach, State of Florida, has named Kathie Comerford of 1509 Ocean Dunes Circle, Jupiter, Florida 33477, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-named corporation at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

DATED this 22 day of January, 1999.

  
KATHIE COMERFORD  
Registered Agent