

BRODIE & PAWLUC  
COUNSELLORS AT LAW

N99000002672

April 22, 1999

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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-04/26/99-01157-014  
\*\*\*\*\*87.50 : \*\*\*\*\*43.75

RE: Restated Articles of Incorporation  
DOLPHIN ECOLOGY PROJECT, INC.

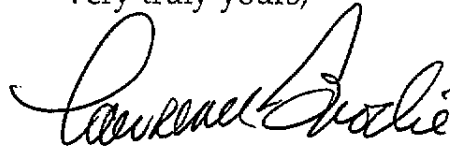
Dear Sir or Madam:

Enclosed please find an original and one copy of Restated Articles of Incorporation of DOLPHIN ECOLOGY PROJECT, INC., and a check in the amount of \$87.50 (\$35.00-filing fee, and \$52.50-certified copy). Upon filing, please return a certified copy of the Restated Articles of Incorporation.

From: Brodie & Pawluc  
525 Camden Avenue  
Stuart, FL 34994  
Telephone: (561) 221-0110

Thank you in advance for your attention to this matter.

Very truly yours,



Lawrence P. Brodie

LPB/rlb  
Enclosures

Restated Articles  
LPS

4-30-99

FILED  
99 APR 30 PM 2:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

99 APR 30 PM 2: 11

RESTATED ARTICLES OF INCORPORATION  
OF  
DOLPHIN ECOLOGY PROJECT, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOLPHIN ECOLOGY PROJECT, INC., a Florida corporation, certifies by and through the undersigned persons, directors of the Corporation, that there are no members or members entitled to vote and that a majority of its board of directors restates and amends its Articles of Incorporation as a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, and adopted the following Restated Articles of Incorporation for this Corporation on April 21, 1999:

ARTICLE I. NAME

The name of this Corporation is DOLPHIN ECOLOGY PROJECT, INC., and it shall have perpetual duration.

ARTICLE II. ADDRESS

The street and mailing address of the principal office of the Corporation is 134 Ocean View Drive, Tavernier, Florida 33070.

ARTICLE III. EFFECTIVE DATE

The document relating to filing the original Articles of Incorporation became effective January 1, 1999. This document shall become effective when filed by the Florida Department of State.

ARTICLE IV. PURPOSE

This Corporation is a not for profit corporation. The general purposes for which this Corporation is formed are: (i) to promote, manage and administer the Dolphin Ecology program for the research, education and benefit of the South Florida ecosystem; (ii) to evaluate the relationship between dolphin life history, density, distribution, water quality and other environmental parameters in South Florida; (iii) to provide baseline information on dolphins in South Florida to ensure the effective implementation of ecosystem management strategies using the best available scientific information; (iv) to promote communication and cooperation among scientists and natural resource specialists, representing a broad spectrum of natural resource public agencies, private organizations and individuals in support of ecosystem management; (v) to increase the public's knowledge about bottlenose dolphins and promote the conservation and restoration of their habitats through research and education; (vi) to promote stewardship and responsible use of marine and estuarine environments; (vii) to support on-going bona fide dolphin research projects throughout the southeast United States.

For the accomplishment of the purposes herein stated, the Corporation may acquire, hold, own, manage, lease, mortgage or otherwise dispose of real and personal property of every kind and character and to accept gifts thereof from living persons and by will or otherwise, and to exercise all the rights, powers and privileges of a natural owner of such property.

Provided, however, that this Corporation is organized exclusively for charitable, educational and scientific purposes and shall operate exclusively for such purposes as will qualify it as an exempt

organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

This Corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. The Corporation shall not participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

**ARTICLE V. BOARD OF DIRECTORS**

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the Corporation shall never be fewer than three and the actual number and their election shall be as provided in the bylaws.

The directors named herein as the board of directors shall hold office until the next meeting of members. Directors elected at the next annual meeting, and at all times thereafter, shall serve as provided in the bylaws. Annual meetings shall be held on the second Thursday in November of each year, beginning in 1999, at such place and time as the board of directors may designate by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this Corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and residential addresses of the persons who are to serve as initial directors are:

<u>Name</u>	<u>Residential Address</u>
Laura K. Engleby	134 Ocean View Drive Tavernier, FL 33070
Joy Hampp	P. O. Box 1205 Hobe Sound, FL 33475-1205
Don Mader	561 Timber Trail Stuart, FL 34997

**ARTICLE VI. OFFICERS**

The board of directors shall elect the following officers: president, vice-president, treasurer, and secretary, and such other officers as the bylaws of this Corporation may authorize the directors to elect from time to time. Such officers shall be elected at the next annual meeting of the board of directors. Until such election is held, Joy Hampp shall serve as President, Laura Engleby shall serve as Vice-President, Don Mader shall serve as Treasurer and Laura Engleby shall serve as Secretary.

**ARTICLE VII. MEMBERS**

The Corporation is organized upon a nonstock basis as defined in Section 617.011 of the Florida Statutes. The Corporation may have a membership distinct from the board of directors. The authorized number and qualifications of the members of the Corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be as regulated in the bylaws.

**ARTICLE VIII. REGISTERED AGENT**

The street address of the registered office of the Corporation is 7977 SW Jack James Drive, Stuart, Florida 34997. The name of its registered agent at such address is Don Mader.

**ARTICLE IX. BYLAWS**

Subject to the limitations contained in the bylaws and any limitations set forth in the Not for Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the Corporation, the bylaws of this Corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor in the bylaws.

**ARTICLE X. NO BENEFIT**

The property of this Corporation is irrevocably dedicated to purposes stated in these Articles of Incorporation and no part of the net income or assets of this Corporation shall ever inure to the benefit of or be distributable to any director, officer, or member thereof, or to the benefit of any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions if furtherance of the purposes set forth in Article IV above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, the Corporation shall not participate or intervene in (including the publishing or distributions of statements) any political campaign on behalf of 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 by a corporation exempt under 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws, or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

**ARTICLE XI. DISSOLUTION**

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to another 501(c)3 organization dedicated to further understanding dolphins and the environment to be used in furtherance of the purposes set forth in Article IV above. It is intended that no distribution or payment shall be made that will impair or destroy the tax exempt status of the Corporation or that will result in the denial of tax exempt status to donations, contributions, legacies, or dues received by the Corporation to the extent that such tax exempt status shall be allowed under any applicable law or regulation.

However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of the Corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code (or 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.

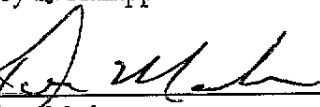
ARTICLE XII. AMENDMENTS

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and may be adopted by a vote of at least two-thirds as provided in the bylaws.

We, the undersigned, being the directors of this Corporation, have executed these Restated Articles of Incorporation on April 21, 1999.

  
\_\_\_\_\_  
Laura K. Engleby

  
\_\_\_\_\_  
Joy D. Hamp

  
\_\_\_\_\_  
Don Mader