

DEAN ROLLINGS
1501 Washington Street
Key West, Florida 33040

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April 21, 1999

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

Secretary of State
Corporate Records Bureau
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32301

Re: Conch Farm Education & Research Foundation, Inc.

Dear Sir or Madam:

I have enclosed two copies of the Articles of Incorporation for the captioned corporation. Please file and return a certified copy to me at 631 Greene Street, Key West, Florida 33040.

Also enclosed is our check in the amount of \$78.75 for filing fees. Thank you.

Very truly yours,


Dean E. Rollings

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Enclosures

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ARTICLES OF INCORPORATION

OF

Conch Farm Research & Education Foundation, Inc.
(a Florida corporation not-for-profit)

The undersigned, acting as incorporator of Conch Farm Research & Education Foundation, Inc., under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME; PRINCIPAL ADDRESS

Conch Farm Research & Education Foundation, Inc.
631 Greene Street
Key West, Florida 33040

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III. DURATION

The corporation will have a perpetual existence.

ARTICLE IV. PURPOSE

The general purpose or purposes for which the corporation is organized are as follows:

(a) To engage in every aspect and phase of scientific research and the education of residents of and visitors to Florida regarding Florida history, environmental issues, aquaculture, ocean and ocean reef life, and to engage in every aspect and phase of related purposes.

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(b) To transact any or all other lawful purposes for which a not-for-profit corporation may be incorporated under the Florida General Corporation Act.

ARTICLE V. AUTHORIZED SHARES OR MEMBERSHIP CERTIFICATES

The maximum number of shares or membership certificates which can be issued at the direction of the Board of Directors is 10,000 shares or certificates, having no par value.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 631 Greene Street, Monroe County, Key West, Florida 33040, and the name of the corporation's initial registered agent at that address is Dean E. Rollings.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than three. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
Dean E. Rollings	631 Greene Street Key West, Florida 33040
W.A. Perkins, III	27 Driftwood Drive Key West, Florida 33040
James W. Reed	6533 Gibson Drive Orlando, Florida 32809
Dr. Brian LaPoint	625 Riomer Drive Vero Beach, Florida 33040

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Dean E. Rollings	631 Greene Street Key West, Florida 34232

The incorporator of the corporation assigns to this corporation his rights under Chapter 607, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. BYLAWS

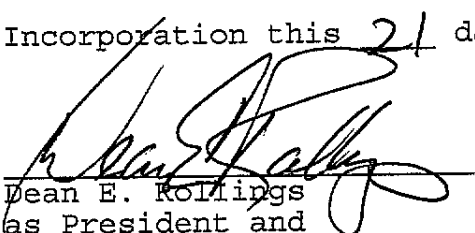
The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors.

ARTICLE X. AMENDMENTS

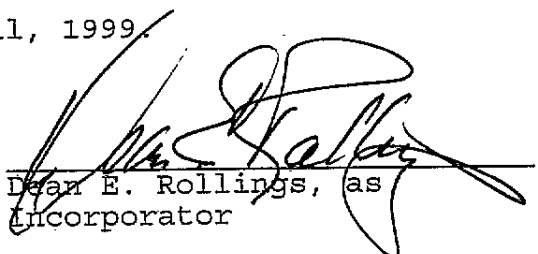
The corporation reserved the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares or membership certificates of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders or members, and approved at a shareholders' meeting by the holders of a majority of the shares or membership certificates entitled to

vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned, as president and incorporator, respectively, have executed these Articles of Incorporation this 21 day of April, 1999.



Dean E. Rollings
as President and
Director



Dean E. Rollings, as
Incorporator

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Conch Farm Research & Education Foundation, Inc., desiring to organize under the laws of the State of Florida, with its initial registered office, as indicated in the Articles of Incorporation, at 631 Greene Street, Monroe County, Key West, Florida 33040, has named Dean E. Rollings, located at that address, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida General Corporation Act relative to keeping open the registered office.


Dean E. Rollings

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