

# N99000004072

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Other

ARTICLES OF INCORPORATION OF  
TARPON UNLIMITED, INC.

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The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Chapter 617 of the Florida Statutes, do hereby make and adopt the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is as follows: TARPON UNLIMITED, INC.

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 7895 S.W. 98 Street, Miami, Florida 33156.

ARTICLE III

The street address of the initial Registered Office of the Corporation is 7895 S.W. 98 Street, Miami, Florida 33156, and the name of its initial Registered Agent at that address is Billy J. Curtis.

ARTICLE IV

The Corporation shall not have members and shall not issue membership certificates. The Corporation shall not issue shares of stock.

ARTICLE V

The Corporation is a not for profit corporation under Chapter 617 of the Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Directors or Officers, except to the extent permissible under these Articles, under law and under Section 501(c)(3) of the United States Internal Revenue Code of 1986 (hereinafter referred to as the "Code"). If the Corporation ever has members, no member shall have a vested right, interest or privilege in or to the assets, income or property of the Corporation and no part of the income or assets of the Corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under Section 501(c)(3) of the Code.

ARTICLE VI

The duration (term) of the Corporation is perpetual.

ARTICLE VII

The Corporation is organized, and shall be operated exclusively for charitable, scientific and educational purposes, including but not limited to sponsoring, organizing, administering, enhancing, and operating (1) a research project to broaden the public's knowledge and awareness of the status of the tarpon (*Megalops Atlantica*) population in the United States of America and its surrounding waters, and (2) a sophisticated satellite tagging and tracking

system to determine the migration routes of tarpon, and (3) a hatchery program to repopulate the areas that tarpon inhabit that have been damaged or destroyed, and (4) activities that benefit the public through the aforementioned projects.

#### ARTICLE VIII

Solely for the foregoing purposes, the Corporation shall have the following powers:

A. To arrange, sponsor, co-sponsor, organize, promote, or operate the aforementioned projects and other projects that meet the Corporation's purposes with the State of Florida, the United States of America, or other charitable, scientific, educational institutions or entities within the United States of America and its surrounding waters.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including but not limited to those set forth in Chapter 617 of the Florida Statutes, and also the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property.

C. To engage in and transact any other lawful activity, solely in furtherance of the foregoing purposes, for which nonprofit corporations may be incorporated under the Florida Not For Profit Corporation Act, and any successor or amendment to said Act.

D. To do such other things as are incidental to the powers of the Corporation or necessary or desirable in order to accomplish the purposes of the Corporation.

#### ARTICLE IX

No part of the net earnings of the Corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the Corporation ever has any), to Directors or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

#### ARTICLE X

It is intended that the Corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation under Section 501(c)(3) of the Code as an organization described in Section 501(c)(3) of the Code and which is other than a private foundation as defined in Section 509 of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501(c)(3) of the Code. All references in these Articles to sections of the Internal Revenue Code or Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

#### ARTICLE XI

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation or to such qualified organization or organizations as said court shall determine. For purposes of this Article, an organization is a "qualified organization" only if, at the time of receiving such assets, it is operated exclusively for the purposes described in Section 170(c) (1) or 170(c) (2) (B) of the Code and as is described in Section 509(a) (1), (2) or (3) of said Code.

#### ARTICLE XII

There shall be a Board of Directors consisting of at least one individual. The initial Director(s) are elected by the Incorporator. Thereafter, each Director shall be elected by majority vote of the Board of Directors in the manner and at the times set forth in the Bylaws. Any Director may be removed by the affirmative vote of at least two-thirds of the Board of Directors.

#### ARTICLE XIII

The Officers of the Corporation may consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other Officers and Assistant Officers as may be provided for in the Bylaws or by resolution of the Board of Directors. Each Officer shall be elected by majority vote of the Board of Directors (and may be removed by majority vote of the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws or by law.

#### ARTICLE XIV

The name and street address of each Incorporator is as follows: Billy J. Curtis, of 7895 S.W. 98 Street, Miami, Florida 33156.

#### ARTICLE XV

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

#### ARTICLE XVI

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them.


#### ARTICLE XVII

The Corporation shall indemnify each Director and Officer, including former Directors and Officers, to the fullest extent allowed by law, including but not limited to Chapter 617 of the Florida Statutes. It is intended that the Corporation be an organization the Officers and Directors of which are immune

from civil liability to the extent provided under Chapter 617 of the Florida Statutes and other similar laws.

ARTICLE XVIII

The date when corporate existence shall commence is the date these Articles of Incorporation are filed with the Secretary of State, State of Florida.

  
BILLY J. CURTIS  
Incorporator

CERTIFICATE OF DESIGNATION AND  
ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Chapter 617 of the Florida Statutes, the undersigned corporation organized under the not for profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the Corporation in the State of Florida:

1. The name of the corporation is TARPON UNLIMITED, INC.
2. The name and address of the registered agent and registered office are Billy J. Curtis, of 7895 S.W. 98 Street, Miami, Florida 33156.

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.

Dated this 31 day of May, 1999.

  
BILLY J. CURTIS  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA