

FILED EFFECTIVE

ARTICLES OF INCORPORATION
OF
TROPICAL-MARINE CONSERVATION INSTITUTE, INC.

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SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles").

ARTICLE I
NAME OF THE CORPORATION

The name of the Corporation is Tropical-Marine Conservation Institute, Inc.

ARTICLE II
STATUS

The Corporation is a nonprofit corporation.

ARTICLE III
PERIOD OF DURATION

The period of duration of the Corporation is perpetual.

IDAHO SECRETARY OF STATE
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ARTICLE IV
REGISTERED OFFICE AND AGENT

The location of the Corporation is in the City of Boise, County of Ada, and in the State of Idaho. The address of the initial registered office is 2594 East Margate Court, Eagle, Idaho 83616, and the name of the initial registered agent at this address is Brian E. Baker.

ARTICLE V
PURPOSES

The purposes for which the Corporation is organized and will be operated are as follows:

A. To promote conservational appreciation of tropical and marine environments to inland areas; and to educate individuals on how this delicate and diverse ecosystem affects their everyday lives.

B. Charitable, religious, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3).

C. To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE VI

LIMITATIONS

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons except that 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 in Article V hereof. No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE VII

NO MEMBERS

The corporation shall not have any members.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws, which number shall be no less than three. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors

shall be elected by the existing Directors of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Brian E. Baker	2594 E. Margate Court Eagle, Idaho 83616
Mike Giltzow	8365 W. Pomona Court Boise, Idaho 83704
Eugene A. Williams, Jr.	3648 Park Creek Drive Meridian, Idaho 83642
Dave Petso	210 W. Mallard, Suite D Boise, Idaho 83706
Alei Gothberg	410 E. State Street, Suite 100 Eagle, Idaho 83616

ARTICLE X

DISTRIBUTION ON DISSOLUTION

Upon 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 the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then

located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

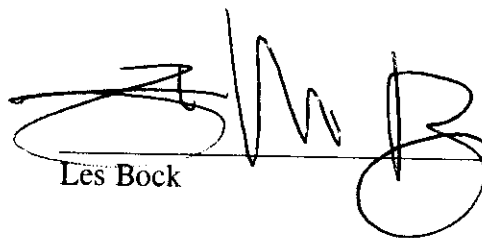
ARTICLE XI INCORPORATOR

The name and street address of the incorporator is Les Bock, Bosch, Daw & Ballard, Chartered, 225 North 9th Street, Suite 210, Boise, Idaho 83702.

ARTICLE XII BYLAWS

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

DATED this 27th day of September, 2005.


Les Bock