

SECRETARY OF THE STATE
30 TRINITY STREET
P.O. BOX 150470
HARTFORD, CT 06115-0470

SEPTEMBER 29, 2008

MANES CONSULTING LLC
PO BOX 362
5 MAPLE ST
KENT, CT 06757

RE: Acceptance of Business Filing

This letter is to confirm the acceptance of a filing for the following business:

OCEANSWATCH NORTH AMERICA, INC.

Work Order Number: 2008231587-001
Business Filing Number: 0003782738
Type of Request: CERTIFICATE OF INCORPORATION
File Date/Time: SEP 24 2008 08:30 AM
Effective Date/Time:
Work Order Payment Received: 65.00
Payment Received: 40.00
Credit on Account: .00
Customer Id: 001604692
Business Id: 0950796

MARY BETH ANDERSON
Commercial Recording Division
860-509-6056
WWW.CONCORD.SOTS.CT.GOV

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P.O. BOX 150470
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5 MAPLE ST
KENT, CT 06757

RE: Acceptance of Business Filing

This letter is to confirm the acceptance of the following business filing:

Business Name:
OCEANSWATCH NORTH AMERICA, INC.

Work Order Number: 2008231587-002
Business Filing Number: 0003782752
Type of Request: ORGANIZATION AND FIRST REPORT
File Date/Time: SEP 24 2008 08:30 AM
Effective Date/Time: SEP 24 2008 08:30 AM
Work Order Payment Received: 65.00
Payment Received: 25.00
Credit on Account: .00
Customer Id: 001604692
Business Id: 0950796

MARY BETH ANDERSON
Commercial Recording Division
860-509-6056
WWW.CONCORD.SOTS.CT.GOV

BUSINESS FILING REPORT

WORK ORDER NUMBER:2008231587-002
BUSINESS FILING NUMBER: 0003782752

BUSINESS NAME:

OCEANSWATCH NORTH AMERICA, INC.

BUSINESS LOCATION:

207 GIBSON AVENUE
MILL VALLEY,CA 94941

PRINCIPAL INFORMATION FOR UP TO THREE PRINCIPALS:

NAME:SEQUOIA SUN
TITLE:CHAIRPERSON

NAME:DONNA LANGE
TITLE:SECRETARY

NAME:RICHARD BUDDENHAGEN
TITLE:TREASURER

* ADDITIONAL ACTIVE PRINCIPALS ARE ALSO ON FILE YOU MUST COMPLETE
A REQUEST FOR CORPORATE COPIES WITH THE APPROPRIATE FEE IF YOU NEED
TO VERIFY THESE NAMES

** END OF REPORT **

Manes Consulting, LLC

PO Box 362, 5 Maple Street

Kent, Connecticut 06757

T: 860.927.4700 F: 860.927.1946

connie@manes-consulting.com

September 12, 2008

Commercial Recording Division
Connecticut Secretary of the State
PO Box 150470
Hartford, CT 06115-0470

Re: Certificate of Incorporation – Nonstock Corporation – OceansWatch North America, Inc.

Dear Sir or Madam:

Enclosed herewith please find the Certificate of Incorporation of OceansWatch North America, Inc., along with the Corporation's Organization and First Report.

Please also find the enclosed filing fees in the amount of \$65.00, including the \$10.00 fee for filing the Certificate of Incorporation, \$25.00 for filing the Organization and First Report, and \$30.00 statutory franchise tax.

Please feel free to contact me at the above address or phone, or by email at connie@manes-consulting.com, if you have any questions or need further information to proceed. Thank you for your assistance in this manner. I look forward to your response.

Sincerely,

S/CAM

Connie A. Manes, E

Attachments

SENDER: COMPLETE THIS SECTION		COMPLETE THIS SECTION ON DELIVERY	
<ul style="list-style-type: none">Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.Print your name and address on the reverse so that we can return the card to you.Attach this card to the back of the mailpiece, or on the front if space permits.		A. Signature X <i>h m</i>	<input type="checkbox"/> Agent <input type="checkbox"/> Addressee
1. Article Addressed to: <i>Commercial Recording Div. CT Secretary of State PO Box 150470 Hartford CT 06115-0470</i>		B. Received by (Printed Name)	C. Date of Delivery <i>SEP 15 2008</i>
2. Article Number (Transfer from service label)		D. Is delivery address different from item 1? If YES, enter delivery address below:	
<i>7007 2680 0003 1115 8403</i>		<input type="checkbox"/> Yes <input type="checkbox"/> No	
3. Service Type		4. Restricted Delivery? (Extra Fee)	
<input type="checkbox"/> Certified Mail <input type="checkbox"/> Registered <input type="checkbox"/> Insured Mail		<input type="checkbox"/> Express Mail <input type="checkbox"/> Return Receipt for Merchandise <input type="checkbox"/> C.O.D.	
		<input type="checkbox"/> Yes <input type="checkbox"/> No	

Space For Office Use Only

4. THE NATURE OF THE ACTIVITIES TO BE CONDUCTED OR THE PURPOSES TO BE PROMOTED BY THE CORPORATION:

PLEASE REFER TO ATTACHED ARTICLES OF INCORPORATION

CONNIE A MANES

1023

51-7010/2111
BRANCH 738

9/12/08

Date

Pay to the order of Connecticut Secretary of State | \$65.00

Sixty Five and ~~no~~ ^{xx} ~~100~~ Dollars



For Filing Fee: OUNA Inc. & 1st Rpt

[Handwritten Signature]

MP

⑆ 211170101⑆10 0010314678⑈ 1023

(Please reference an 8 1/2 X 11 attachment if additional space is required)

5. OTHER INFORMATION:

6. EXECUTION:

Dated this 12th day of September, 2008.

Certificate must be signed by each incorporator.

PRINT OR TYPE NAME OF INCORPORATOR(S)	SIGNATURE(S)	COMPLETE ADDRESS(ES)
SEQUOIA SUN	<i>[Handwritten Signature]</i>	207 Gibbon Ave Mill Valley, CA 94941

CERTIFICATE OF INCORPORATION
OF
OCEANSWATCH NORTH AMERICA, INC.

The undersigned, a natural person over the age of eighteen years, in order to form a corporation pursuant to the provisions of the Nonstock Corporations Law of the State of Connecticut, certifies as follows:

FIRST: The name of the corporation is OCEANSWATCH NORTH AMERICA, INC. (the "Corporation").

SECOND: The Corporation is a corporation as defined in subparagraph (8) of Section 33-1002 (Definitions) of the Nonstock Corporations Law. The Corporation is nonprofit and shall not have or issue shares of stock or make distributions.

THIRD: The Corporation shall have no members.

FOURTH: The purposes for which the corporation is formed are exclusively to conduct charitable, public health, educational and scientific activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

The Board shall be empowered to carry on any one or more of the objects of OceansWatch NA independently of any other object or purpose of OceansWatch NA.

In furtherance of the foregoing, the Corporation may solicit, collect, accept, hold, invest, reinvest and administer any gifts, grants, bequests, devises, benefits of trusts and property of any sort, without limitation as to value or amount, for such corporate purposes as defined in paragraph (a) above, and make grants and contributions of income and principal as the Board of Directors may from time to time determine, to organizations that qualify as exempt under Section 501(c)(3) of the Code, or the corresponding section of any future Federal tax code, or to other charitable organizations.

In furtherance of the foregoing purposes, the Corporation shall have all of the powers which are now, or may hereafter be, conferred upon corporations organized under the Nonstock Corporations Law, including without limitation all of the general and special powers set forth in Section 33-1036 of the Nonstock Corporations Law together with the power to solicit and receive grants, bequests and contributions and the power to maintain a fund of real and/or personal property in furtherance of such corporate purposes, subject to any limitations thereof contained in this Certificate of Incorporation or in the Laws of *the State of Connecticut*.

Notwithstanding any other provisions herein, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

FIFTH: The office of the Corporation is to be located at 207 Gibson Avenue, Mill Valley, in the county of Marin, State of California.

SIXTH: The names and addresses of the initial directors of the Corporation are:

Sequoia Sun
207 Gibson Avenue
Mill Valley, CA 94941

Christopher Graham Bone
Mamaki Clements Road
Matapouri R D 3
Whangarei 0173 New Zealand

or

Christopher Graham Bone
PO Box 1803
Whangarei 1040 New Zealand

Donna Lange
314 Louden Road, #131
Saratoga, NY 12866

Peter Vine
Ceol na Mara, Faul,
Clifden, County Galway, Ireland

Richard Buddenhagen
51 Forest Ave. Unit 40
Old Greenwich, CT 06870

SEVENTH: The Corporation's registered agent, upon whom process against it may be served, shall be:

Connie Manes, Esq.

Business Address:
Manes Consulting, LLC
PO Box 362, 5 Maple Street
Kent, CT 06757

Residence Address:
29 Treasure Hill Rd
South Kent, CT 06785

EIGHTH: Notwithstanding any other provisions herein, the Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Code, and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) or corresponding provisions of any subsequent Federal tax laws.

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation), and no member, trustee, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the Corporation assets on dissolution of the Corporation.

No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Code), and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

In the event of liquidation, dissolution, termination or winding up of the Corporation, whether voluntary or involuntary or by operation of law, and after the payment of just debts, liabilities and any subventions, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to another organization exempt under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government, or state or local government for a public purpose, in accordance with the Nonstock Corporations Law Sections 33-1170 – 33-1190.

In any taxable year in which the Corporation is a private foundation as described in Section 509(a), the Corporation shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Code, and the Corporation shall not (a) engage in any act of self-dealing as defined in Section 4941(d) of the Code or retain any excess business holdings as defined in Section 4942(c) of the Code, (b) make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, or (c) make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent Federal tax laws.

IN WITNESS WHEREOF, this Certificate has been signed and the statements made herein are affirmed as true this 11th day of September, 2008.

/s/ Sequoia Sun
Sequoia Sun, Incorporator
207 Gibson Avenue
Mill Valley, CA 94941

① Sequoia Sun
207 Gibson Avenue
Mill Valley, CA 94941

② Christopher Graham Bone
Mamaki Clements Road
Matapouri R D 3
Whangarei 0173 New Zealand

or

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