

Delaware

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The First State

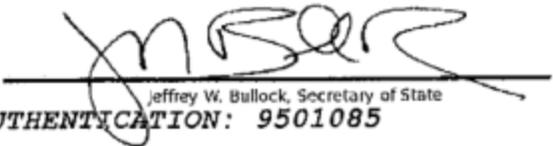
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "TERRAMAR PROJECT, INC.", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF APRIL, A.D. 2012, AT 11:21 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



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120426407

You may verify this certificate online
at corp.delaware.gov/authver.shtml
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9501085

DATE: 04-13-12

STATE OF DELAWARE
CERTIFICATE OF INCORPORATION

OF

TerraMar Project, Inc.

(A NON-STOCK CORPORATION)

FIRST: The name of the corporation is **TerraMar Project, Inc.**

SECOND: Its registered office in the State of Delaware is to be located at 615 South DuPont Highway, in the City of Dover, County of Kent, Zip Code 19901. The name of the registered agent is: Colby Attorneys Service Co., Inc.

THIRD: This corporation shall be a nonprofit corporation and is not organized for the private gain of any person. It is organized solely for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

FOURTH: Notwithstanding any other provision of this Certificate:

- (a) This corporation is organized and operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or a corresponding section of any future federal tax code (the "Code"), for such purposes limited to promoting, supporting, and raising awareness about solutions to the problems facing the world's oceans and the impact of these problems on citizens of the world. The principal activities of the corporation will be to support organizations and projects that will make the world's oceans cleaner and safer, sponsor programs that raise awareness about problems facing the world's oceans and possible solutions, and conduct any lawful activities that may be appropriate in carrying out the purposes noted above.
- (b) No part of the earnings of the corporation shall inure to the benefit of, or be distributable to its 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 THIRD hereof, as limited by paragraph (a) of this Article FOURTH. No substantial part of the activities of the corporation shall be 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 or in opposition to any candidate for public office. Notwithstanding any other provision of this certificate, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)(3), or corresponding section of any future federal tax code or by a corporation, contributions to which are deductible under Code Section 170(c)(2), or corresponding section of any future federal tax code.

- (c) The property of this corporation is irrevocably dedicated to charitable, scientific and educational purposes and no part of the net income or assets of the organization shall ever inure to the benefit of any director or officer thereof or to the benefit of any private person. Upon dissolution of the corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is located for such exempt purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such exempt purposes.
- (d) In any taxable year in which the corporation is a private foundation as described in Code 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 Code Section 4942, and the corporation shall not (a) make any investments that would subject it to tax under Code Section 4944 or (b) make any taxable expenditures as defined in Code Section 4945(d) or corresponding provisions of any subsequent federal tax laws.

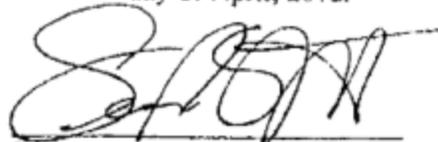
FIFTH: The corporation shall not have any capital stock.

SIXTH: The name and mailing address of the incorporator are as follows:

Sean R. Weissbart, Esq.
Morris & McVeigh LLP



I, the undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 13th day of April, 2012.



Sean R. Weissbart, Esq.
Incorporator
Morris & McVeigh LLP

