

Articles of Incorporation of the undersigned, citizens of the United States, desiring to form a Public Benefit-Non-Profit Corporation under the Non-Profit Corporation Law of Missouri.

Article I: Name

The name of the Corporation shall be the Missouri Naval Museum.

Article II: Location

The principal office of the Corporation will be located in the City of Columbia, Boone County. The registered address of the Corporation shall be 3508 Woodside Drive, Columbia MO. Bryan J. Ross shall be the registered agent.

The offices and activities of the Corporation will be permanently relocated in the future to Jefferson City, the state capitol of Missouri, on the Missouri River, at which time the Articles of Incorporation will be revised to reflect this change.

Article III: Purpose

The Corporation is organized for the purpose of establishing an educational center and museum to teach the citizens of Missouri about the origins and history of the United States Navy and the contributions made by Missouri and her people to that history. The Corporation will dedicate itself to the physical preservation of any vessel(s) and its/their history, as well as for any other artifacts that may be acquired by the Corporation.

The Corporation is organized exclusively for educational purposes, including, for such purposes, the making of distributions, cash or in-kind, to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Service Code, or the corresponding section of any future federal tax code and all other legal powers permitted a non-profit corporation.

Article IV: Directors

Operation of the Corporation will be overseen by a Board of Directors as well as staff and volunteers approved by the Board.

The names and addresses of the Board of Directors of the Corporation are as follows:

Michael Morrison 1771 S. Olivet Road Columbia, MO
Bryan J. Ross, 3508 Woodside Drive, Columbia, MO
Dennis J. Stroer, 1302 Carolina, Columbia, MO

The above trustees shall serve as the directors of the Corporation until the first meeting of the Board of Directors.

Article V: Limitations

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except those 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. Furthermore, no members, trustees, officers, or other private persons shall have an interest or right of title to any property acquired or held by the Corporation. No substantial part 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 these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article VI: Liability

No member, officer or Director of the Corporation shall be personally liable for the debts or obligations of the Corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of the Corporation.

Article VII: Dissolution

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a

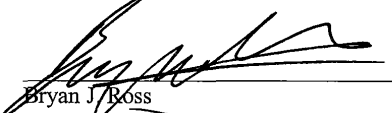
state or local government, for a public purpose. Any such assets not so distributed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article VIII: Incorporators

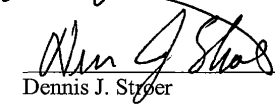
In witness whereof, we have hereunto subscribed our names this 22nd day of October 2004.



Michael Morrison



Bryan J. Ross



Dennis J. Strøer