



Office of the Secretary of State

CERTIFICATE OF FILING OF

Gulf of Mexico Coastal Ocean Observing System Regional Association
File Number: 801557613

The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Formation for the above named Domestic Nonprofit Corporation has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

The issuance of this certificate does not authorize the use of a name in this state in violation of the rights of another under the federal Trademark Act of 1946, the Texas trademark law, the Assumed Business or Professional Name Act, or the common law.

Dated: 02/24/2012

Effective: 02/24/2012



A handwritten signature in black ink, appearing to read "Hope Andrade".

Hope Andrade
Secretary of State

FILED
In the Office of the
Secretary of State of Texas
FEB 24 2012

CERTIFICATE OF FORMATION OF
GULF OF MEXICO COASTAL OCEAN
OBSERVING SYSTEM REGIONAL ASSOCIATION **Corporations Section**

ARTICLE 1

Entity Name and Type

The filing entity being formed is a Non-Profit Corporation. The name of the entity is Gulf of Mexico Coastal Ocean Observing System Regional Association.

ARTICLE 2

Registered Agent and Registered Office

The Corporation's initial registered agent is Christopher J. Smitherman, whose address is 6166 Imperial Loop, Suite 15, College Station, TX 77845.

ARTICLE 3

Management

The management of the affairs of the Corporation is vested in the Board of Directors. The number of directors constituting the initial Board of Directors is fifteen (15). The names and addresses of the persons who are to serve as directors until the first annual meeting of members or until their successors are elected and qualified are as follows:

John Dindo
101 Bienville Blvd.
Dauphin Island, AL 36528

Stephan Howden
The University of Southern Mississippi
1020 Balch Blvd
Stennis Space Center, MS 39529

David Driver
BP Exploration and Production
Gulf of Mexico
P.O. Box 3092
Houston, TX 77253

Buzz Martin
Texas General Land Office
P.O. Box 12873
Austin, TX 78711

Terry McPherson
151 Patton Ave.
Asheville, NC 28801

Alfredo Prelat
845 Nardo Road
Encinitas, CA 92024

Worth D. Nowlin, Jr.
760 S. Rosemary Dr.
Bryan, TX 77802

Nancy N. Rabalais
Louisiana Universities Marine Consortium
8124 Hwy. 56
Chauvin, LA 70344

Pasquale F. (Pat) Roscigno
1201 Elmwood Park Blvd.
New Orleans, LA 70123

Mike Spranger
P.O. Box 110405
Gainesville, FL 32611

Ray Toll
1401 Clemsford Ct.
Virginia Beach, VA 23456

Jan van Smirren
Fugro GEOS Inc.
6100 Hillcroft
Houston, TX 77081

Joseph W. Swaykos
University of Southern Mississippi
Center of Higher Learning
Stennis Space Center, MS 39529

Sharon H. Walker
Institute for Marine Mammal Studies
Center for Marine Education and Research
P.O. Box 207
Gulfport, MS 39502

Jennifer M. Wozencraft
7225 Stennis Airport Raod, Suite 100
Kiln, MS 39556

ARTICLE 4

Members

The Corporation will have members. Requirements for membership in the Corporation shall be established by the members and Board of Directors from time to time as provided for in the Bylaws of the Corporation.

ARTICLE 5

Purpose

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes under Section 5.01(c)(3) of the Internal Revenue Code. Within such purpose, the Corporation is organized for the following purposes and with the following goals:

The Corporation is one of eleven regional associations that are building regional coastal ocean observing systems along the coasts of the United States and its territories, as part of the United States Integrated Ocean Observing System (IOOS[®]), as such system is defined and authorized by The Integrated Coastal and Ocean Observation System Act of 2009 (the "Act"). The system being built by the Corporation will provide data, information and products on a non-discriminatory basis to the Gulf of Mexico "stakeholder" community that includes, but is not limited to, the private sector, governmental agencies at all levels, academia and researchers, non-governmental organizations, and the general public.

The Corporation is committed to (1) providing integrated, remotely sensed and *in situ* information about the United States waters and related ecosystems of the Gulf of Mexico for use by managers, mariners, military, industry, researchers, educators and others seeking to understand this coastal environment, manage ocean and littoral resources, and/or develop commercial uses of marine resources, data and information; (2) developing new sensor technologies; (3) stimulating innovation and supporting commerce; and (4) planning and implementing the Gulf of Mexico component of the IOOS®.

The Corporation shall pursue its purpose, all on a non-profit basis, as follows:

- a. Lead the planning, development, implementation, operation, management, and evaluation of a sustained, integrated regional coastal ocean observing system for the waters of the United States Gulf of Mexico that extend from the heads of estuaries and tidally influenced waters to the limits of the U.S. Exclusive Economic Zone. This observing system is known as GCOOS.
- b. Determine the needs and priorities for data, information, and products by stakeholders that use, depend on, study and/or manage coastal and oceanic environments and the resources of the Gulf of Mexico and evolve the GCOOS to adapt new needs of user groups and to include the timely incorporation of new technologies and understanding based on these needs.
- c. Promote the development, assessment, and dissemination of data and data products that meet the needs of end users to the extent that is feasible with available resources and freely distribute existing products, encourage the preparation and distribution of additional products, and prepare and distribute products. These activities may be accomplished, in part, through associations with other entities.
- d. Seek new resources that will allow additional routine observations and/or products to help meet the needs of the stakeholder community.
- e. Inform and/or advocate through education and outreach for the regional, national, and global ocean observing system and the application of scientific assessments using environmental data to meet societal needs; these activities may be accomplished, in part, through associations with other entities.

ARTICLE 6

Manner of Distribution

Upon the dissolution of the Corporation, its 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, a state government or a local government for a public purpose. Any such assets not so disposed of shall be disposed of by a Texas Court with competent jurisdiction exclusively for exempt purposes or to such organization or organizations as said Court shall determine are organized and operated exclusively for such purposes.

ARTICLE 7

No Private Inurement

No part of the net earnings or principal of the funds or properties 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.

ARTICLE 8

No Political or Legislative Activities

No substantial part of the activities of the Corporation shall consist of carrying on 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.

ARTICLE 9

Organizer

Worth D. Nowlin, Jr.
760 S. Rosemary Dr.
Bryan, TX 77802

This document becomes effective when it is filed by the Secretary of State.

The undersigned executes this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: Oct. 27, 2011

Worth D. Nowlin, Jr.
Worth D. Nowlin, Jr.