

728920

de la PARTE, GILBERT & BALES

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

JOHN CALHOUN BALES
DAVID M. CALDEVILLA
RONALD A. CRISTALDI
EDWARD P. de la PARTE, JR.
L. DAVID de la PARTE
DAVID D. DICKEY
CHARLES R. FLETCHER
RICHARD A. GILBERT
PATRICK J. McNAMARA
MICHAEL A. SKELTON

ONE TAMPA CITY CENTER
SUITE 2300
POST OFFICE BOX 2350
TAMPA, FLORIDA 33601-2350
(813) 229-2775
FACSIMILE (813) 229-2712

FOUNDER
LOUIS A. de la PARTE

January 16, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

000002405360--5
-01/20/98--01119--005
*****87.50 *****87.50

Re: The Florida State Pilots' Association, Inc. Restated Articles of Incorporation

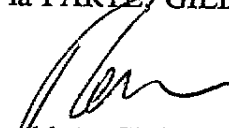
Dear Sir or Madam:

Enclosed for filing are the Restated Articles of Incorporation of The Florida State Pilots' Association, Inc. and a check in the amount of \$87.50 payable to the Florida Department of State for filing fees and a certified copy.

Please send a certified copy of the above-referenced document to my attention at the address listed above. If you have any questions regarding the enclosed, please do not hesitate to contact me.

Sincerely,

de la PARTE, GILBERT & BALES, P.A.


Ronald A. Christaldi

Enclosures

RAC/jj
81971/84353-1

VS FEB 25 1998

Restated Art.

FILED
98 FEB 23 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 22, 1998

RONALD A. CRISTALDI
POST OFFICE BOX 2350
TAMPA, FL 33601-2350

SUBJECT: THE FLORIDA STATE PILOTS' ASSOCIATION INCORPORATED
Ref. Number: 728920

We have received your document for THE FLORIDA STATE PILOTS' ASSOCIATION INCORPORATED and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

If the Restated Articles were adopted by the directors and do not contain any amendments requiring member approval, a statement to that effect must be contained in the document.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

The name of the person signing the document must be typed or printed beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 398A00003636

RECEIVED
98 FEB 23 AM 12:10
DIVISION OF CORPORATIONS

de la PARTE, GILBERT & BALES

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

JOHN CALHOUN BALES
DAVID M. CALDEVILLA
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POST OFFICE BOX 2350
TAMPA, FLORIDA 33601-2350
(813) 229-2775
FACSIMILE (813) 229-2712

FOUNDER
LOUIS A. de la PARTE

February 17, 1998

Velma Shepard
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: The Florida State Pilots' Association Incorporated
Restated Articles of Incorporation

Dear Ms. Shepard:

It was a pleasure speaking with you on February 2, 1998. As we discussed, this firm represents The Florida State Pilots' Association Incorporated. Enclosed is (1) a copy of your January 22, 1998 correspondence, (2) a revised Restated Articles of Incorporation of The Florida State Pilots' Association Incorporated, and (3) a revised Certificate as to Restated Articles of Incorporation of The Florida State Pilots' Association Incorporated. A check in the amount of \$87.50 payable to the Florida Department of State for filing fees and a certified copy was forwarded to you with the original filing on January 16, 1998. As we discussed, the officers and directors listed in the Restated Articles of Incorporation are the original officers and directors and are included for historical purposes. Pursuant to our phone conversation and your advance review of these documents, I believe that all of your suggested revisions have been made.

Please send a certified copy of the above-referenced document to my attention at the address listed above. If you have any questions regarding the enclosed, please do not hesitate to call me. Thank you in advance for your assistance.

Sincerely,

de la PARTE, GILBERT & BALES, P.A.


Ronald A. Christaldi

Enclosure

RAC/jj
83038/76013-01

**CERTIFICATE AS TO RESTATED
ARTICLES OF INCORPORATION OF
THE FLORIDA STATE PILOTS' ASSOCIATION INCORPORATED**

FILED
98 FEB 23 AM 10:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE HEREBY ACKNOWLEDGE as the duly elected and qualified President and Secretary of The Florida State Pilots' Association Incorporated the following:

That these Restated Articles of Incorporation of The Florida State Pilots' Association Incorporated were approved and adopted by the Board of Directors, at a duly called meeting on November 7, 1997 pursuant to Section 617.1001, Florida Statutes and do not contain any amendments requiring member approval; and

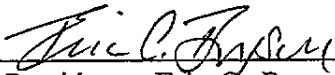
That the Corporation was incorporated on February 26, 1974; and

That the amendments to the Articles of Incorporation filed with the Florida Department of State, Division of Corporations, on July 10, 1974 and December 22, 1975 are integrated into these Restated Articles of Incorporation; and

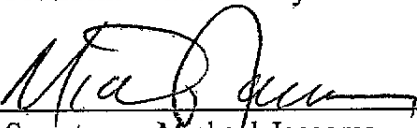
That these Restated Articles of Incorporation only restate and integrate and do not further amend the provisions of the Articles of Incorporation as theretofore filed.

THE FLORIDA STATE PILOTS' ASSOCIATION INCORPORATED

Date: 2/6/98

By: 
President - Eric C. Bryson

Date: 2/11/98

By: 
Secretary - Michael Jaccoma

RESTATED
ARTICLES OF INCORPORATION
OF
THE FLORIDA STATE PILOTS' ASSOCIATION INCORPORATED

RESTATED ARTICLES OF INCORPORATION
OF
THE FLORIDA STATE PILOTS' ASSOCIATION INCORPORATED
(A Corporation Not For Profit)

The undersigned subscribers to these Articles of Incorporation hereby propose the incorporation under Chapter 617, Florida Statutes, of a corporation not for profit, and have to that purpose made, subscribed, acknowledged and filed such Articles of Incorporation with the Secretary of State of the State of Florida and request approval thereof, setting forth hereinafter all information required by statute.

ARTICLE I

Name

The name of this corporation shall be: THE FLORIDA STATE PILOTS' ASSOCIATION INCORPORATED. The initial office for the transaction of the affairs of this corporation shall be: 512 North Florida Avenue, Tampa, Florida 33601.

ARTICLE II

Purpose

The general nature of the objects and purposes of this corporation are:

1. To encourage its members to perform their function as pilots in a professional manner.
2. To disseminate information to its members concerning laws and regulations applicable to pilotage in the State of Florida and amendments and modifications thereof.
3. To cooperate with all federal, state and local governmental authorities and regulatory bodies to the fullest extent possible in the preservation of life, the environment and property.
4. To disseminate and exchange ideas and information among and between local member

associations in the State of Florida and to cooperate in every reasonable effort to promote legislation seeking to improve and coordinate the State pilotage system and the regulation thereof.

5. To encourage all eligible pilot organizations in the State of Florida to become members of this corporation to assist in the attainment of these objectives.

6. To cooperate with the American Pilots' Association in the achievement of these objectives on a national level.

7. To do all other acts and to carry on and conduct all other activities necessary, suitable, convenient, useful or expedient in connection with or incidental to the accomplishment of any of the purposes and objectives set forth herein to the full extent permitted by the laws of the State of Florida.

ARTICLE III

Membership

Any pilot association, group or corporation, the members of which are appointed, commissioned or licensed by a state regulatory body, either elected or appointed, to act as State pilots in any port or waterway of the State of Florida, shall be eligible for membership in the corporation as a Member Association. The admission of Member Associations to membership shall also confer membership in the corporation on the individual voting pilots of each such Member Association.

Any individual pilot who has been appointed, commissioned or licensed by a state regulatory body, either elected or appointed, to act as a State pilot in any port or waterway of the State of Florida shall be eligible for Individual Membership in the corporation, if such pilot is not a member of a Member Association of the corporation, and provided that in the event the local association of which such pilot may be a member should become a Member Association of this corporation, then the Individual Membership of such pilot shall cease, and he or she shall thereafter be a member of this corporation by virtue of the fact that he or she is a member of a Member Association.

The admission of Member Associations and Individual Members shall be by a majority vote of the Board of Directors.

Any Member Association or any Individual Member may resign from membership in the corporation at any time by written resignation delivered or mailed to an officer or Director of the corporation and such resignation shall be immediately effective.

The membership of a Member Association or of an Individual Member may be terminated by majority vote of the entire Board of Directors of the corporation, but only after giving the subject Member Association or Individual Member the right to learn of the cause of such proposed termination and a right to be heard at a Board of Directors meeting held for such purpose on written notice delivered or mailed to the subject Member Association or Individual Member not less than fifteen (15) days in advance of such meeting, and only then upon a determination, the result of which is entered in the minutes of the meeting, which specifically finds that continuation of the membership of the subject Member Association or Individual Member would be detrimental to the best interest of the corporation. Such termination shall be effective upon the mailing of a written notice thereof to the Member Association or Individual Member whose membership is so terminated.

Each Member Association having five (5) or less individual pilots in their membership shall be entitled to elect one (1) director to the Board of Directors of the corporation. Member Associations with more than five (5) individual pilots in their membership shall be entitled to elect one (1) director for every five (5) individual pilots or major fraction thereof.

Individual Members, until their total number shall equal or exceed five (5), shall be entitled to elect one (1) director to the Board of Directors of the corporation, and shall thereafter be entitled to elect one (1) director for every five (5) Individual Members or major fraction thereof; such directors shall be elected by and from the Individual Membership.

ARTICLE IV

Term of Existence

The corporation shall have perpetual existence.

ARTICLE V

Subscribers

The names and residence addresses of the subscribers to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
W. Carey Johnson	P.O. Box 156 Boca Grande, Florida 33921
James W. Phillips, Jr.	1640 River Bluff Road North Jacksonville, Florida 32211
Julian M. Fernandez	2520 Shelter Avenue Miami Beach, Florida 33140

ARTICLE VI

Management

The affairs of the corporation shall be managed by its Board of Directors which shall consist of not less than three (3) individuals.

Subject to the directives of this Article VI relating to the President, Vice President, Second Vice President, Secretary and Treasurer, the directors of the corporation shall be elected in the manner and in such number as specified in Article III hereinabove, and each such director shall hold office for the term prescribed in the Bylaws of the corporation.

The Board of Directors shall, at biennial meetings, elect a president, a vice president, a second vice president, a secretary, and a treasurer of the corporation and such other officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the corporation, such officers to hold office at the pleasure of the Board or until their successors are duly

elected and qualified. Any individual may hold two (2) or more corporate offices, except that the offices of President and Secretary may not be held by the same person. The officers of the corporation shall have such duties as may be specified by the Board of Directors or the Bylaws of the corporation.

Vacancies occurring on the Board of Directors and among the officers shall be filled in the manner prescribed by the Bylaws of the corporation.

Nominees for President, Vice President, Second Vice President, Secretary and Treasurer of the corporation must be members of the corporation. The President, Vice President, Second Vice President, Secretary and Treasurer of the corporation shall serve as directors of the corporation and the President and Vice President of the corporation shall also serve as Chairman and Vice Chairman of the Board of Directors.

The directorships of the President, Vice President, Second Vice President, Secretary and Treasurer of the corporation shall not be counted in determining the number of directors to be elected pursuant to Article III hereinabove.

ARTICLE VII

Initial Officers

The names of the initial officers who are to serve until the first election to be held under the provisions of these Articles are:

<u>Title</u>	<u>Name</u>
President	W. Carey Johnson
Vice President	James W. Phillips, Jr.
Second Vice President	Julian M. Fernandez
Secretary/Treasurer	Ernest R. Spiva

ARTICLE VIII

Initial Board of Directors

The number of persons constituting the initial Board of Directors of the corporation shall be eighteen (18), each of whom is to hold office until the first election thereof to be held under these Articles of Incorporation. The names and addresses of the initial Board of Directors are:

Captain W. Carey Johnson, President
P.O. Box 156
Boca Grande, Florida 33921

Captain James W. Phillips, Jr., Vice President
1640 River Bluff Road North
Jacksonville, Florida 32211

Captain Julian M. Fernandez, Second Vice President
2520 Shelter Avenue
Miami, Florida 33140

Captain Ernest R. Spiva, Secretary/Treasurer
1005 Grave Avenue
Panama City, Florida 32401

Captain William R. Parker
25 South Roscoe Boulevard
Ponte Vedra Beach, Florida 32082

Captain Henry A. Steele
1624 River Bluff Road North
Jacksonville, Florida 32211

Captain Fred K. Dezendorf
333 Kent Drive
Cocoa Beach, Florida 32931

Captain M. A. Hairston
1215 S.E. 6th Street
Fort Lauderdale, Florida 33301

Captain R. I. Jackson
P.O. Box 639
Fort Lauderdale, Florida 33302

Captain Robert W. Johnson
P.O. Box 274
Boca Grande, Florida 33921

Captain W. N. Egan
630 Riviera Drive
Tampa, Florida 33606

Captain E. G. Evans
440 Lucerne Avenue
Tampa, Florida 33606

Captain R. F. Park
2639 N. Dundee
Tampa, Florida 33609

Captain Dave Maddox
P.O. Box 777
Port St. Joe, Florida

Captain James W. Fuller
P.O. Box 942
Panama City, Florida 32401

Captain Ron Schaefer
P.O. Box 565
Pensacola, Florida 32502

Captain Edwin E. Crusoe IV
P.O. Box 848
Key West, Florida 33040

Captain Dario Pedrajo
1893 S. W. 10th Street
Miami, Florida 33135

ARTICLE IX

Bylaws

The Bylaws of the corporation shall be adopted by the initial Board of Directors at the organizational meeting of the Board, and said Bylaws may be thereafter altered, amended, added to or rescinded by action of the membership or the Board as provided in the Bylaws.

ARTICLE X

Amendments

The corporation reserves the right to amend these Articles of Incorporation at any regular or special meeting of the Board of Directors duly held as provided in the Bylaws by a majority vote of all members of the Board of Directors.

IN WITNESS WHEREOF, the subscribers hereto have executed these ARTICLES OF INCORPORATION on the day and year hereinbelow indicated in their respective acknowledgments.

/s/ W. Carey Johnson
W. Carey Johnson

/s/ James W. Phillips, Jr.
James W. Phillips, Jr.

/s/ Julian M. Fernandez
Julian M. Fernandez

ACKNOWLEDGEMENT

STATE OF FLORIDA
COUNTY OF LEE

Before me, a notary public, duly authorized in the State and County named above to take acknowledgments, personally appeared W. CAREY JOHNSON, to me known to be the person described as a subscriber in and who executed the foregoing Articles of Incorporation on the 12th day of February, 1974, and who acknowledged before me that he executed and subscribed to these Articles of Incorporation.

WITNESS my hand and seal in the County and State named above this 12th day of February, 1974.

/s/ Phyllis F. Schar
Notary Public, State of Florida
at Large

My Commission Expires: September 23, 1977

SEAL

ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF DUVAL

Before me, a notary public, duly authorized in the State and County named above to take acknowledgements, personally appeared JAMES W. PHILLIPS, JR., to me known to be the person described as a subscriber in and who executed the foregoing Articles of Incorporation on the 8th day of February, 1974, and who acknowledged before me that he executed and subscribed to these Articles of Incorporation.

WITNESS my hand and seal in the County and State named above this 8th day of February, 1974.

/s/ Milo I. Pittman
Notary Public, State of Florida
at Large

My Commission Expires: September 20, 1974

SEAL

ACKNOWLEDGEMENT

STATE OF FLORIDA
COUNTY OF DADE

Before me, a notary public, duly authorized in the State and County named above to take acknowledgements, personally appeared JULIAN M. FERNANDEZ, to me known to be the person described as a subscriber in and who executed the foregoing Articles of Incorporation on the 8th day of February, 1974, and who acknowledged before me that he executed and subscribed to these Articles of Incorporation.

WITNESS my hand and seal in the County and State named above this 8th day of February, 1974.

/s/ Merle E. Senudson
Notary Public, State of Florida
at Large

My Commission Expires: September 24, 1975

SEAL

79567.03/76013-001