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TALLAHASSEE, FLORIDA

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**COVER LETTER**

**TO: Amendment Section**  
Division of Corporations

**NAME OF CORPORATION:** Advisory Council on Underwater Archaeology, Inc.

**DOCUMENT NUMBER:** 765823

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Della Scott-Ireton (Director/Treasurer)

(Name of Contact Person)

(Firm/ Company)

8550-I Scenic Highway

(Address)

Pensacola, FL 32514

(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Della Scott-Ireton

(Name of Contact Person)

at ( 850 ) 293-6084

(Area Code & Daytime Telephone Number).

Enclosed is a check for the following amount:

- |  |   |   |  |
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| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed) |
|--|---|---|--|

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Restated  
Articles of Incorporation  
of

Advisory Council on Underwater Archaeology, Inc.  
(Name of corporation as currently filed with the Florida Dept. of State)

765823

(Document number of corporation (if known))

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TALLAHASSEE, FLORIDA

**NEW CORPORATE NAME (if changing):**

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

**AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE)** Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (**BE SPECIFIC**)

Article I) Delete sentence two and three.

Article II) Amend sentence one.

Article III) Amend sentence one. Delete subsections 1 through 7.

Article IV) Amend article title and correct mis-numbering. Amend sentences one and three.

Add sentences four and five.

Article V) Correct article mis-numbering. Amend officers (see attachment).

Article VI) Correct article mis-numbering. Amend paragraph one, two, three. Delete sentences

two and three, paragraph three. Add paragraph four, five, six.

Article VII) Correct article mis-numbering.

Article VIII) Correct article mis-numbering. Amend sentence one.

Article IX) Correct article mis-numbering. Amend paragraph one, two, four, and five.

Article X) Correct article mis-numbering. Amend sentence one.

(Attach additional pages if necessary)

(continued)

The following are the principal officers at the time of the adoption of the amended articles of incorporation:

1. Mark Staniforth, Chair, Flinders University of South Australia, Adelaide, South Australia 5001.
2. Mathew Russell, Vice-Chair, Submerged Resources Center, National Park Service, Santa Fe, New Mexico 87505.
3. Jerome L. Hall, University of San Diego, San Diego, California 92110.
4. Della Scott-Ireton, Florida Bureau of Archaeological Research, 500 South Bronough Street Tallahassee, Florida 32399-0250 .


The date of adoption of the amendment(s) was: February 5, 2006

Effective date if applicable: February 5, 2006  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signed this 6 day of February, 2006

Signature   
(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if the hands of a receiver, trustee, or other court appointed fiduciary; by that fiduciary.)

Della Scott-Ireton  
(Typed or printed name of person signing)

Director/Treasurer  
(Title of person signing)

**FILING FEE: \$35**

ADVISORY COUNCIL ON UNDERWATER ARCHAEOLOGY

Third Restatement of Articles of Incorporation

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a non-profit corporation under the laws of the State of Florida.

Article I

Name

The name of the Corporation is the ADVISORY COUNCIL ON UNDERWATER ARCHAEOLOGY.

Article II

Mission

The Advisory Council on Underwater Archaeology advocates, promotes, and provides advice on responsible public education and stewardship of underwater cultural heritage for present and future generations.

Article III

Purposes

The purposes for which this corporation is organized are educational and scientific, including, for such purposes, the making of distributions to organizations that qualify as exempt

organizations under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future United States Internal Revenue law.

#### Article IV

##### Board of Directors

The Board of Directors shall consist of Twelve (12) members elected for four-year terms in a manner established in the Bylaws. Termination of membership on the Board of Directors may be by resignation, 3/4-majority vote of the Board, or death. The Board of Directors may have emeritus and associate members with no vote on corporate matters.

The number of directors may be increased or decreased from time to time by amendment to the Bylaws, but no decrease is to have the effect of shortening the term of any incumbent director nor is the number of directors to be decreased to less than six (6) directors.

The Board of Directors shall have the option to institute general membership in a manner to be established in the Bylaws.

#### Article V

##### Subscribers

The subscribers to these articles of incorporation are the principal officers at the time of their adoption:

1. Mark Staniforth, Chair, Flinders University of South Australia, Adelaide, South Australia 5001.
2. Matthew Russell, Vice-Chair, Submerged Resources Center, National Park Service,

Santa Fe, New Mexico 87505.

3. Jerome L. Hall, University of San Diego, San Diego, California 92110.

4. Della Scott-Ireton, Florida Bureau of Archaeological Research, 500 South Bronough Street Tallahassee, Florida 32399-0250

## Article VI

### Management

1. The affairs of the Advisory Council on Underwater Archaeology shall be managed under the direction of the Board of Directors.

2. The officers shall be a Chairperson, Vice-Chairperson, Secretary, and Treasurer. The latter two offices may be combined. Other offices may be created, if deemed necessary, by the Board of Directors. Officers shall be elected by the Board of Directors in a manner to be established in the Bylaws.

3. No part of any net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, 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 furtherance of the exempt purposes.

4. 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 any candidate for public office.

5. 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.

6. Upon the dissolution of the corporation or the winding up of its affairs, after paying or adequately providing for the debts and obligations of the corporation, the remaining 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.

## Article VII

### By-Laws

By-Laws consistent with these articles shall be adopted by the Board of Directors in regular meeting, and may be amended, altered, or repealed as provided therein.

## Article VIII

### Amendments

Amendments to these Articles shall be proposed to the Board of Directors in writing not less than thirty (30) days before a meeting and shall be adopted simple majority of the members.

## Article IX

### Meetings

1. The Board of Directors will hold an annual meeting at least once each calendar year, at a time and location to be determined by the Board and in a manner established in the Bylaws.
2. A quorum shall consist of those Board members present in person at an annual or special meeting, representing no fewer than 50% of the votes that may be cast by the total number of Board members.
3. Robert's Rules of Order will prevail at meetings when a dispute as to procedure arises.
4. Proxies. The use of proxies may be permitted by the Board of Directors in a manner to be established in the Bylaws.
5. Voting. Voting may be conducted by conventional or electronic mail in such a manner as the Board of Directors shall determine.
6. All voting for individuals shall be carried out by secret ballot. Issue voting may be by show of hands.

## Article X

### Powers

The Corporation shall have the power to receive, administer, and disburse funds, grants, and other assets to further the purposes of the Corporation; to convey property (real and personal); to publish underwater archaeological materials; to affiliate with other organizations with common aims; and to appoint delegates or representatives to such organizations and to engage in such activities as are in keeping with the purpose of the Corporation.

Article XI

Registered Agent

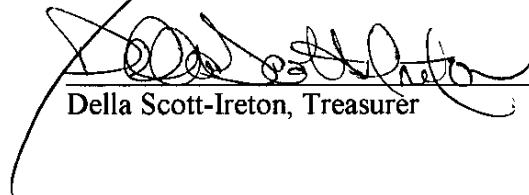
The street address of the registered office of this corporation is 1800 Marston Place, Tallahassee, Florida 32308-3426, and the name of the registered agent is George R. Fischer.

In Witness whereof, we, the current subscribers, have hereunto affixed our hands and seals this 5 day of February 2006.

  
\_\_\_\_\_  
Mark Staniforth, Chair (SEAL)

  
\_\_\_\_\_  
Matthew Russell, Vice-Chair (SEAL)

  
\_\_\_\_\_  
Jerome L. Hall, Secretary (SEAL)

  
\_\_\_\_\_  
Della Scott-Ireton, Treasurer (SEAL)