

N00000004870

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend, Rest & N.C.

C. Ocullette SEP 05 2003

The Florida Keys History of Diving Museum, Inc.

75995 Overseas Hwy. Islamorada, FL 33036

(305) 664-2784 phone/fax

August 27, 2003

Amendment Section
Division of Corporations
Department of State
PO Box 6327
Tallahassee, FL 32314

Dear Examiner:

Please be advised that per the attached cover documents and completed **Amended and Restated Articles of Incorporation** the Florida Keys History and Diving Museum, Inc. (organization #N00000004870) is revising its original articles of incorporation as initially filed on June 28, 2000.

It should also be noted that **the name of the organization, but not the name or address of the registered agent** has been changed to: **The Florida Keys History of Diving Museum, Inc.**

The effective date of these changes is August 27, 2003.

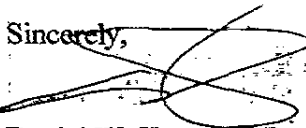
A check for \$43.75 is attached. Please send the certified copy of the **Amended and Restated Articles of Incorporation** to:

Sally E. Bauer, MD
75995 Overseas Highway
Islamorada, FL 33036

HOWEVER, if there are any questions regarding these changes, please contact Dan Kunz at 305-664-0190, not the phone number on the letterhead. Thank you.

Thank you for your anticipated prompt attention to this request.

Sincerely,



Daniel W. Kunz, Ed.D.
Executive Director

Articles of Amendment and Restatement
To
Articles of Incorporation
Of

The Florida Keys History and Diving Museum, Inc. ^{ORGANIZED}
(present name)

N00000004870 Filed June 28, 2000
(Document Number of Corporation (If Known))

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following Amended and Restated Articles of Incorporation.

FIRST: The Articles of Incorporation of this Corporation have been both Amended and Restated.

A complete and signed Amended and Restated Articles of Incorporation is attached herein.

SECOND: The date of adoption of the Amended and Restated Articles of Incorporation was August 27, 2003.

THIRD: Adoption of the Amended and Restated Articles of Incorporation (CHECK ONE)

 The Amended and Restated Articles of Incorporation was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

 X There are no members or members entitled to vote on the Amended and Restated Articles of Incorporation. The **Amended and Restated** Articles of Incorporation was(were) adopted by the Board of Directors.

Sally E. Bauer
Signature of Chairman, Vice Chairman, President or other officer

Sally E. Bauer, MD
Typed or printed name

President August 27, 2003
Title Date

FILED
03 AUG 29 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended and Restated Articles of Incorporation
Of
The Florida Keys History ~~AND~~ Diving Museum, INCORPORATED
(A Corporation Not for Profit)

The undersigned, acting as incorporator of a Corporation not for profit pursuant to chapter 617, Florida Statutes, adopts the following Amended and Restated Articles of Incorporation:

Article I - Name

The name of the Corporation shall be The Florida Keys History of Diving Museum, Inc. The Corporation may do business under other names as may be so determined by the Board of Directors.

Article II - Mailing Address

The principal place of business and mailing address of the Corporation shall be:

75995 Overseas Highway, Islamorada, Florida 33036

Article III - Purpose

The purpose of the Corporation is to provide a public cultural and educational Museum that will enlighten residents and educate tourists and visitors about the history of underwater diving. The Museum will collect and preserve artifacts and documents of permanent historical record and value, some in perpetuity, and will interpret and exhibit artifacts and documents related to the technology that enabled man to submerge and explore the ocean's depths.

Article IV - Activities Supporting Purpose

In support of the purpose of the Corporation, subject to Article VII Use of Funds below, supportive activities may be initiated and implemented if approved by the Board of Directors. The supportive activities may include, but are not necessarily limited to: encourage and promote public participation in the cultural and educational activities of the Museum; the development of educational programs for children and adults; the establishment of a reference library for research by students, historians, scientists and other qualified participants; the promotion of cooperative programs and activities with other institutions, organizations and corporations that have similar interests; and the development of programs and products highlighting the historical relationship of South Florida, the Florida Keys and the History of Diving worldwide.

Article V - Board of Directors

The governing body of this Corporation shall be a Board of Directors. Until such time as the Corporation has its first organizational meeting and elects the Board of Directors, the Incorporators shall serve as the Board of

Directors of the Corporation and may amend the Articles of Incorporation by a majority vote of the original Incorporators.

Article VI – Activity Restrictions

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its trustees, directors (members), officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation to employees and others for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III Purpose hereof. No substantial part of the activities of the corporations shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office including the publishing or distribution of statements.

Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on 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 (2) 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 VII – Use of Funds

At all times, at least seventy five percent (75%) of the income of the Corporation shall be allocated for the purpose of the Corporation as stated in Article III Purpose, above. The Board of Directors should give consideration to the development of an Endowment for the long-term continuance of the Corporation.

Article VIII - Initial Registered Agent and Street Address

The name and street address of the initial registered agent is:

Sally E. Bauer, M.D. 75995 Overseas Hwy. Islamorada, Florida 33036

Article VIII - Incorporators

The names and street addresses of the Incorporators of this Corporation are:

<u>Name</u>	<u>Address</u>	
Sally E. Bauer, M.D.	75995 Overseas Hwy.	Islamorada, Florida 33036
Douglas Hough	3100 Country Club Drive	Lynn Haven, Florida 32444
Suzanne Miller	151 Columbus Drive	Islamorada, Florida 33036

Article IX - Term

This Corporation shall have perpetual existence and shall commence on filing.

Article X - Membership

The voting Members of the Corporation shall be the Board of Directors. The By-Laws shall allow for methods of non-voting public participation by other individuals who have demonstrated clear interest in or activity on behalf of the Corporation's purpose as specified in Article III Purpose above.

Article XI - Dissolution

Dissolution of the Corporation may only occur by unanimous vote of all Members of the Board of Directors. In the event of dissolution, the Board of Directors will determine which other organization(s) has/have a purpose most congruent with the purpose of this Corporation (Article III - Purpose). The residual assets of the Corporation will be assigned to the selected one or more organizations. Such organizations must also be an exempt organization described in Section 501(c) (3) and 170(c) (2) of the Internal Revenue Code, or the corresponding section of any prior or future federal tax code, or to the Federal, State or Local Government for exclusive public purpose.

Article XII - By-Laws

The By-Laws of the Corporation are to be made and approved by a supermajority of all members of the Board of Directors at its first organizational meeting. At any date subsequent to the organizational meeting amending the By-Laws requires an affirmative vote of a supermajority (two-thirds, 2/3) of all members of the Board of Directors.

Article XIII - Amendments To Articles of Incorporation

Amendments to the Articles of Incorporation shall require a unanimous approval of all Members of the Board of Directors.

Article XIV - Incorporator

The name and the street address of the incorporator for these Articles of Incorporation are:

Sally E. Bauer, M.D., 75995 Overseas Hwy, Islamorada, FL 33036.

The Undersigned incorporator executed, with the written concurrence of all Incorporators, these Amended and Restated Articles of Incorporation on
the 27 day of August, 2003.

Signature of Incorporator:



Sally E. Bauer, M.D.

President.