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AUSLEY & McMULLEN

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FILED
99 DEC 29 PM 3: 08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 29, 1999

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

RE: Associated Marine Institutes Foundation, Inc.

Dear Sir or Madam:

Enclosed for filing are the First Amended and Restated Articles of Incorporation for Associated Marine Institutes Foundation, Inc. and Certificate Regarding First Amended and Restated Articles, and our check in the amount of \$43.75 for the filing fee and certified copy. Also enclosed is an extra copy of the Articles and Certificate to be date stamped by your office and to be picked up by our messenger.

Thank you for your assistance. Please call if you have any questions.

Sincerely,

Emily S. Waugh

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99 DEC 29 PM 2: 35
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ESW/jg

Enclosures

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Amended & Restated Art

V. SHEPARD JAN 3 - 2000

**FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ASSOCIATED MARINE INSTITUTES FOUNDATION, INC.**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby amend and restate the Articles of Incorporation of Associated Marine Institutes Foundation, Inc. dated November 6, 1991, and filed with the Florida Department of State on November 7, 1991. These First Amended and Restated Articles shall be effective upon the filing of these Articles with the Florida Department of State. The Corporation shall continue as a Florida Not-for-Profit Corporation under the laws of the State of Florida, Chapter 617.

ARTICLE I - NAME

The name of this Corporation shall be Associated Marine Institutes Foundation, Inc.

ARTICLE II - DURATION

This Corporation shall exist perpetually.

ARTICLE III - PURPOSES, LIMITATIONS AND DISSOLUTION

Section 3.1. Purpose. The Corporation is organized exclusively for charitable and educational purposes. The primary purpose of the Corporation is to function as a support organization to several similar non-profit corporations that are generally known as "Marine Institutes" and which are affiliated with Associated Marine Institutes, Inc. ("AMI"), a Florida corporation. The Institutes conduct similar programs of educating and rehabilitating dependent, delinquent, and other problem youth. The Corporation will provide support and funds to the Institutes, provided the Institutes continue to be described in Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future

federal tax code. To carry out its purpose, an additional purpose of the Corporation is to receive contributions of property, including cash.

The Corporation shall have all the powers of a not for profit corporation under Florida law.

Section 3.2. Limitations on Actions. 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 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 this Article III. 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. Notwithstanding any other provision of these Articles, however, the Corporation shall not carry on any 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 of 1986, or (b) by a corporation, described in Sections 170(c), 170(b)(1)(A), 2055(a) and 2522(a) of the Internal Revenue Code of 1986 or the corresponding provision of any future Federal Tax Law. Any references to the Internal Revenue Code and provisions thereof shall include successor provisions of any future corresponding Federal Tax Law.

Section 3.4. Dissolution. Upon the dissolution of the Corporation, the Board of Trustees shall pay all liabilities of the Corporation and shall distribute the remaining assets to AMI if AMI is then qualified as an exempt organization under section 501(c)(3) of the

Internal Revenue Code and is then described in Section 170(c), 170(b)(1)(A), 2055(a) and 2522(a) of the Internal Revenue Code. If AMI is not then so qualified and described then the Board of Trustees shall distribute the remaining assets to any entity designated by the Member (see Article IV below) that is so qualified and described and, if there is none, then to an entity selected by the Board of Trustees that is so qualified and described.

ARTICLE IV – NON-STOCK CORPORATION AND MEMBERS

This Corporation is organized under a non-stock basis. The Corporation shall have one class of membership, and have one member who shall initially be AMI. AMI shall have the authority to appoint additional members. If there is more than one member, then each member shall have one vote, a quorum shall consist of all members, and the vote of the majority of members shall constitute the act of the members. The membership shall not be transferable. As used in these Articles, the term "Member" shall mean, collectively, AMI and additional members, if any, appointed by AMI.

ARTICLE V - MANAGEMENT OF AFFAIRS-BOARD OF TRUSTEES

Section 5.1. The affairs of the Corporation shall be managed by a Board of Trustees, consisting of not less than three (3) persons having the right to vote, including the Chairman of the Board and at least two other persons elected by the Board. Subject to the Member's confirmation as set forth in Section 5.3 below, the Board may authorize and elect more than three (3) Trustees and the Board may fill any vacancies.

Section 5.2. The Trustees shall be elected by the Board and shall take office when confirmed by the Member as set forth in Section 5.3 below. The Member shall have the authority to remove any or all of the Trustees and appoint their successors. The Member may authorize the Board to remove a Trustee as set forth in the Bylaws.

Section 5.3. Within ten (10) days after any vote or election by the Board which requires confirmation by the Member, the Board shall submit to the Member a written request specifying the matter for which the Member's approval is requested. If it approves the matter, the Member shall provide to the Board written confirmation of such.

Section 5.4. A quorum of the Board shall consist of one-third of the number of voting Trustees then serving under Section 5.1. The affirmative vote of a majority of the Trustees present shall constitute the act of the Board unless otherwise required by the Articles of Incorporation or Bylaws.

Section 5.5. The names and addresses of the persons who are to serve on the Board until their successors are elected, are:

<u>NAME</u>	<u>ADDRESS</u>
David J. Hull	227 South Calhoun Street Tallahassee, FL 32301
Frederick D. Kremer	5915 Benjamin Center Drive Tampa, FL 33634
W. Brantley Harvey, Jr.	P.O. Drawer 1107 Beaufort, SC 29901
Linda May	1700 Sandpiper Melbourne, FL 32952
Lee Mercier	200 West Forsyth Street Suite 1100 Jacksonville, FL 32202
Nicholas J. Millar	2507 Callaway Road Tallahassee, FL 32303
Honorable David B. Mitchell	111 North Calvert Street Courthouse East, Room 201 Baltimore, MD 21202

William R. Myers	150 Alhambra Circle, Ste. 1250 Coral Gables, FL 33131
R. Daniel Richards	5370 Laguna Vista Drive Melbourne, FL 32935
Sheila Harris-Schutz	801 Pine Creek Lane Naples, FL 34108-5812
Newton Thomas	8183 West El Cajon Drive Baton Rouge, LA 70815
Randolph Thrower	999 Peachtree Street, N.E. Atlanta, GA 30309-3996
Robert S. Weaver	5915 Benjamin Center Drive Tampa, FL 33634
Martin Worthy	Post Office Box 30264 189 18th Avenue Sea Island, GA 31561
Robert Yacobi	90 Old York Road Williamsburg, VA 23185

ARTICLE VI - EXECUTIVE COMMITTEE

The Board shall have an Executive Committee which shall consist of the Chairman of the Board, and not less than two additional persons who shall serve at the pleasure of the Board as provided in the Bylaws. The Executive Committee shall have and may exercise all the powers of the Board between meetings of the Board, except as otherwise provided by Florida law or the Bylaws.

ARTICLE VII - OFFICERS

The officers of the Corporation shall be a Chairman of the Board, a President, a Secretary, a Treasurer, and such other officers as set forth in the Bylaws of the Corporation. The Chairman and President may be the same person. The Secretary and

Treasurer may be the same person. The election of officers; their terms of office; the persons who may serve in an office; and their duties and responsibilities shall be controlled by the Bylaws.

The officers who will serve until their successors are elected are:

<u>NAME</u>	<u>POSITION</u>	<u>ADDRESS</u>
David J. Hull	Chairman	227 South Calhoun Street Tallahassee, FL 32301
Nicholas J. Millar	President	2507 Callaway Road Tallahassee, FL 32303
Frederick D. Kremer	Secretary Treasurer	5915 Benjamin Center Drive Tampa, FL 33634

ARTICLE VIII – AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended or rescinded by approval of the Member. The Board may propose amendments to these Articles of Incorporation if approved by a two-thirds vote of the Trustees present and voting at any annual meeting or special meeting called for that purpose.

ARTICLE IX - AMENDMENTS TO BYLAWS

The Bylaws may be amended at any time by the Board, provided the amendment: (a) has first been submitted to and approved in writing by the Member, in which case the Bylaw amendment shall be effective upon its adoption by the Board (unless a later date is specified in the amendment), or (b) is approved by the Member following the Board's vote, in which case the Bylaw amendment shall be effective on the date of the Member's approval (unless a later date is specified in the amendment). Amendments to the Bylaws shall be made by a majority vote of the Trustees present at any special meeting of the Board. If the Board adopts a Bylaw amendment which has

not been approved in advance by the Member, then within ten (10) days after such vote the Board shall submit to the Member a written request for the Member's approval of that amendment. If the Member approves the amendment, the Member shall provide to the Board written confirmation of such approval. Promptly after the Bylaws are adopted or amended, the Secretary shall furnish a certified copy of the amended bylaws to the Member.

ARTICLE X - PRINCIPAL OFFICE

The principal office and mailing address of the Corporation shall be 5915 Benjamin Center Drive, Tampa, Florida 33634.

ARTICLE XI - REGISTERED AGENT AND OFFICE

The name and street address of the registered agent and office of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
David J. Hull	Ausley & McMullen, P.A. 227 South Calhoun Street Post Office Box 391 Tallahassee, Florida 32302

ARTICLE XII – REPORTS

The Board shall submit to the Member written financial statements and reports detailing the Corporation's operations and any other matters requested by the Member. The reports shall be submitted annually within ninety (90) calendar days after the end of the Corporation's fiscal year or more frequently as the Member may request.

ARTICLE XIII – ACTIONS REQUIRING MEMBERS’ CONSENT

The Member must consent to the following:

- A. the addition of additional members of the Corporation.
- B. the opening or closing of any of the Corporation’s offices.
- C. the mortgage or pledge, or creation of a security interest in, or conveyance of title to, all or any part of the property and assets of the Corporation of any description (except for purchase money mortgages or sales made for market value in the ordinary course of business and grants made by the Corporation in furtherance of its purpose of supporting AMI and related entities).
- D. the sale of all or substantially all of the assets of the Corporation or merger or acquisition of any other entity.
- E. except as otherwise directed in advance and in writing by the Member, the execution of any contract having a term greater than three (3) months through which management, financial, administrative, or fund-raising services will be provided to the Corporation.
- F. the termination of the activities or dissolution of the Corporation.
- G. the appointment of a receiver for the Corporation, commencement of bankruptcy proceedings for the Corporation, any general assignment by the Corporation for the benefit of its creditors, or the like.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation were approved by a majority of the members of the Board of Trustees at a duly called meeting on 10-13-99, 1999, and by Associated Marine Institutes, Inc.

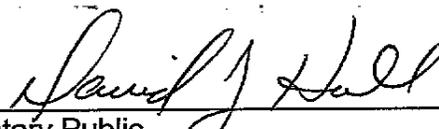
**ASSOCIATED MARINE INSTITUTES
FOUNDATION, INC.**

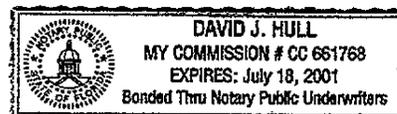
By: 
Nicholas J. Millar
As President

STATE OF FLORIDA
COUNTY OF LEON:

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, NICHOLAS J. MILLAR, to me well known and known to me to be the person who executed the foregoing instrument and acknowledged before me that she executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 13th day of December, 1999.


Notary Public
State of Florida at Large
My Commission Expires:

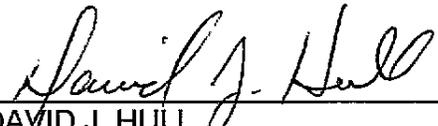


**CERTIFICATE DESIGNATING REGISTERED OFFICE AND AGENT FOR THE
SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091 and 617.0501, Florida Statutes, the following is submitted:

Associated Marine Institutes Foundation, Inc., desiring to continue as a corporation organized under the laws of the State of Florida, hereby designates David J. Hull, located at 227 South Calhoun Street, Post Office Box 391, Tallahassee, Florida, 32302 to continue as its registered agent to accept service of process within this State.

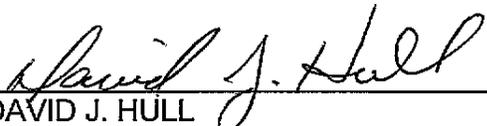
Dated this 13th day of December, 1999.



DAVID J. HULL

Having been named as registered agent to accept service of process for the above Corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 13th day of December, 1999.



DAVID J. HULL

**CERTIFICATE REGARDING
FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
ASSOCIATED MARINE INSTITUTES FOUNDATION, INC.**

Pursuant to the provisions of Section 617.1007 of the Florida Statutes, the undersigned President of Associated Marine Institutes Foundation, Inc. certifies the following:

The Restated Articles contain amendments to the Articles of Incorporation filed with the Florida Department of State on November 7, 1991. The Members of the Corporation are its Board of Trustees. A majority of the Trustees present at a duly called meeting of the Board of Trustees held on October 23, 1999, at which a quorum was present, approved the filing of the attached First Amended and Restated Articles of Incorporation. The number of votes cast for the amendment was sufficient for approval.

The approval of Associated Marine Institutes, Inc. ("AMI") is also required to amend the Corporation's articles. On December 9, 1999, AMI approved the filing of the attached First Amendment and Restated Articles of Incorporation.

Dated 12-13-99, 1999.

**ASSOCIATED MARINE INSTITUTES
FOUNDATION, INC.**

By: 
Nicholas J. Millar
As President