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BASIC AMENDMENT

YOUTH ENVIRONMENTAL SERVICES, INC.

Certificate of Status	0
Certified Copy	0
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
YOUTH ENVIRONMENTAL SERVICES, INC.**

The undersigned, for the purpose of becoming incorporated under the laws of the State of Florida, Chapter 617, the Florida Not-for-Profit Corporation Act, petition the Secretary of State for approval of such incorporation under the following First Amended and Restated Articles of Incorporation:

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ARTICLE I - NAME

The name of this Corporation shall be Youth Environmental Services, Inc.

ARTICLE II - DURATION

This Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed except that if they are not filed by the Florida Department of State within five days, exclusive of legal holidays, after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE III - PURPOSES, LIMITATIONS AND DISSOLUTION

Section 3.1. Purposes. The Corporation is organized as an affiliate of Associated Marine Institute, Inc. ("AMI") exclusively for charitable and educational purposes, including the following purposes:

- a. To conduct research projects on the education, rehabilitation and employment of youth;

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b. To rehabilitate delinquent and dependent youth by providing education, training, discipline and productive work;

c. To conduct education and rehabilitation programs for dependent, delinquent and other problem youth;

d. To conduct environmental and other work projects that benefit the community and, at the same time, provide restitution or other employment of youth;

e. To receive real or personal property, or both, and subject to the restrictions and limitations in these Articles, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes either directly or by contributions to organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or under a corresponding provision of any subsequent federal tax law.

Section 3.2. Powers and Limitations on Activities. The Corporation shall have all the powers of a not for profit corporation under Florida law except that it shall not, principally for financial gain, undertake any project of a type commonly performed by profit making enterprises. It may undertake an activity for financial gain only if and to the extent the activity will promote the Corporation's primary purposes of education, rehabilitation and research. In order to ensure that activities are not undertaken unless they meet this standard, the Corporation shall, in selecting new projects, utilize the selection and evaluation policies or procedures recommended or adopted by the Board of Trustees of AMI.

Section 3.3. 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

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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 (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or (ii) 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 cause payment of all liabilities of the Corporation from corporate assets and shall distribute the remaining assets to the Associated Marine Institutes Foundation, Inc. (the "AMI Foundation"), if the AMI Foundation 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 the AMI Foundation is not then so qualified and described, then the Board of Trustees shall distribute the remaining assets to AMI or an entity designated by AMI 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.

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ARTICLE IV - QUALIFICATION OF MEMBERS

The Corporation shall have one class of membership, and have one member initially which shall be AMI. The member(s) 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 - INCORPORATOR

The name and address of the incorporator of this Corporation was as follows:

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

ARTICLE VI - MANAGEMENT OF AFFAIRS - BOARD OF TRUSTEES

Section 6.1. The affairs of the Corporation are to be managed by a Board of Trustees, consisting of not less than three (3) persons, including the Chairperson-President, the Vice Chairperson, the Secretary-Treasurer and such other officers as may be provided in these Articles or the Bylaws.

Section 6.2. Member of the Board of Trustees shall be elected and hold office in accordance with the Bylaws. The Member shall have the authority to remove any or all of the Trustees.

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Section 6.3. Within thirty (30) days after any vote or election by the Board which requires confirmation by the Member pursuant to Article XV hereof, the Board shall submit to the Member a written request specifying the matter for which the Member's approval is requested. The Member shall provide written notice of its decision within ninety (90) days of receipt of such notice. Failure of the Member to provide written notice of its decision within such period shall act as an approval of the Board action.

Section 6.4 The names and addresses of the initial persons who served as members of the Board of Trustees until their successors were elected, are:

<u>NAME</u>	<u>ADDRESS</u>
Robert S. Weaver	14802 North Dale Mabry Suite 300 Tampa, Florida 33618
Robert A. Rosof	14802 North Dale Mabry Suite 300 Tampa, Florida 33618
Peggi G. Crump	14802 North Dale Mabry Suite 300 Tampa, Florida 33618

ARTICLE VII - COMMITTEES

Section 7.1 Executive Committee. The Board of Trustees shall have an Executive Committee which shall consist of at least three (3) members of the Board, including the Chairperson-President and such other additional members of the Board as set forth in the Bylaws or as the Board may elect from time to time. The Executive Committee shall have the powers set forth in the Bylaws of the Corporation, subject to Article XV hereof.

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Section 7.2 Other Committees. The Board or the Chairperson-President may designate other committees as provided in the Bylaws or by resolution. Each committee shall have at least two (2) members and shall serve at the pleasure of the Board. Each such committee shall exercise those powers designated in the Bylaws or the Chairperson-President, subject to Article XV hereof.

ARTICLE VIII - OFFICERS

The officers of the Corporation shall be a Chairperson-President, a Vice Chairperson, a Past Chairperson, a Secretary-Treasurer, an Executive Director, and such other officers as the Board may elect. The Member shall have the authority to remove the Executive Director. The election of the officers; their term of office; and their duties and responsibilities shall be controlled by the Bylaws of the Corporation.

The officers who initially served until their successors were elected are:

<u>NAME</u>	<u>POSITION</u>
Robert A. Rosof	President and Chairman of the Board
Robert S. Weaver	Vice President
Peggi G. Crump	Treasurer
David J. Hull	Secretary

ARTICLE IX - ADOPTION AND CHANGE OF BYLAWS

Section 9.1 The Board of Trustees of this Corporation may adopt such Bylaws for the conduct of business as it may deem necessary from time to time, upon the approval of the Member pursuant to Article XV of these Articles of Incorporation.

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Section 9.2 The Bylaws may be amended at any time by the Board of Trustees or the Executive Committee, provided the amendment shall be submitted to, and approved by, AMI before it becomes effective pursuant to Article XV of these Articles of Incorporation. Amendments to the Bylaws shall be made by a majority vote of those member of the Board of Trustees or the Executive Committee present at any regular or any special meeting of the Board of Trustees or Executive Committee. Promptly after the Bylaws are adopted or amended, the Secretary shall furnish a certified copy of them to the President of AMI.

ARTICLE X - AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended, altered or rescinded by approval of the Member. The Board of Trustees may propose amendments to these Articles of Incorporation if approved by a two-thirds vote of the Trustees present and voting at any regular meeting or special meeting.

ARTICLE XI - PRINCIPAL OFFICE

The initial principal office and mailing address of the Corporation was 14802 North Dale Mabry, Suite 300, Tampa, Florida 33618.

ARTICLE XII - INITIAL REGISTERED AGENT AND ADDRESS

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

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NAME

David J. Hull

ADDRESS

Ausley, McMullen, McGehee,
Carothers & Proctor
227 South Calhoun Street
Post Office Box 391
Tampa, Florida 32302

ARTICLE XIII - NON-STOCK CORPORATION

This Corporation is organized under a non-stock basis.

ARTICLE XIV - REPORTS

The Board shall submit to the Member written financial statements and reports detailing the Corporation's operations and any other matter 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 XV - ACTIONS REQUIRING MEMBER CONSENT

In addition to the authority of the Member as set forth herein and to those powers reserved to the Member herein, the following actions may occur only upon the consent and approval of the Member:

- A. the addition of additional members of the Corporation.
- B. the opening or closing of any of the Corporation's offices.

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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).

D. the sale of all or substantially all of the assets of the Corporation or merger with, 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.

H. the adoption, change, amendment or repeal of the Bylaws.

L. the appointment and/or removal of the Executive Director.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation
the 6th day of January, 1994.

/s/ David J. Hull
David J. Hull

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STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, David J. Hull, to me well known and known to me to be the person who executed the foregoing instrument and acknowledged before me that he 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 6th day of January, 1994.

/s/ Lutricia Freeman

Lutricia Freeman

Notary Public

State of Florida at Large

My Commission Expires:

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**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:

Youth Environmental Services, Inc., desiring to organize 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 as its registered agent to accept service of process within this State.

Dated this 6th day of January, 1994.

/s/ David J. Hull

David J. Hull

Having been named as registered agent to accept this 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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 6th day of January, 1994.

/s/ David J. Hull

David J. Hull

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**CERTIFICATE AS TO FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF YOUTH ENVIRONMENTAL SERVICES, INC.**

WE HEREBY ACKNOWLEDGE as the duly elected and qualified Chair
and Secretary/Treasurer of Youth Environmental Services, Inc. the following:

That these First Amended and Restated Articles of Incorporation of Youth
Environmental Services, Inc. were approved by the Board of Directors, the sole
voting members of the Corporation, at a duly called meeting on July 18, 2001
pursuant to Section 617.1001, Florida Statutes.

Dated this 18th of July, 2001.

YOUTH ENVIRONMENTAL SERVICES, INC.

By: Thomas S. Herman
Thomas S. Herman, M.D.
Chair

By: Kenneth "Mac" McComb
Kenneth "Mac" McComb
Secretary/Treasurer

Approved:

Associated Marine Institutes, Inc.

By: O. B. Stander

Print Name: O. B. STANDER

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