

N 99000002488

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BASIC AMENDMENT

THE INTERNATIONAL SEAFARERS' MISSION OF TAMPA BAY, I

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FROM: CARLTON FIELDS 5TH F

FAX NO.: 8132294260

07-30-01 04:02P P.07



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 30, 2001

THE INTERNATIONAL SEAFARERS' MISSION OF TAMPA BAY, INC.
ST. ANDREW'S EPISCOPAL CHURCH
509 E. TWIGGS ST.
TAMPA, FL 33602

SUBJECT: THE INTERNATIONAL SEAFARERS' MISSION OF TAMPA BAY, INC.
REF: N99000002488

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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.

IN ARTICLE VII PLEASE REMOVE THE WORD "INITIAL". PLEASE MAKE IT CLEARER AS TO WHO THE OFFICERS ARE AND THE TITLE THEY HOLD. ARE THESE NAMES THE ONLY OFFICERS? IS MR. MCGOWAN SECRETARY OR IS HE VICEPRESIDENT, SECRETARY AND TREASURER?

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

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Karen Gibson
Corporate Specialist

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE INTERNATIONAL SEAFARERS'
MISSION OF TAMPA BAY, INC.

ARTICLE I
Name

The name of the corporation (the "Corporation") is The International Seafarers' Mission of Tampa Bay, Inc.

ARTICLE II
Not For Profit

The Corporation is a not-for-profit corporation organized under Chapter 617, *Florida Statutes*. It is not organized for the private gain of any person.

ARTICLE III
Purpose

The purpose of the Corporation is to promote and safeguard the physical, mental, spiritual and emotional well being of men and women, who serve as crews and port workers at the sea and air ports of Tampa, including, but not limited to, those that work on cargo and cruise ships at the ports of Tampa, Florida, and those who may provide services to the air ports of Tampa regardless of race, creed, color, nationality, gender or religious affiliation.

The Corporation intends to accomplish its purpose through the following activities:

- (1) Serving the needs of the seafarers and workers at the ports of Tampa by providing one or more centers where they can rest physically and spiritually.
- (2) Providing access to welfare services of the country of origin of seafarers and workers at the ports of Tampa, where feasible and possible.
- (3) Providing access, where possible, to benefits such as medical insurance, optical insurance, dental insurance, counseling (drug & alcohol abuse, pregnancy, sexually transmitted diseases, terminal illness, adoption), and other physical and mental health assistance for seafarers and workers at the ports of Tampa.
- (4) Providing venues where religious services can be obtained regardless of the religious affiliation of the individual.
- (5) Providing assistance in cases of duress or emergency when members die or become incapacitated in ports away from home or when family members die.

Prepared by:
Ruth Barnes Kinsolving, Esq.
FBN: 135897
Carlton Fields
P. O. Box 3239
Tampa, FL 33601
(813) 223-7000

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(6) Providing temporary assistance to seafarers and workers who may experience a loss of job.

(7) Providing translation assistance for seafarers and their families.

(8) Collaborating and cooperating with other local, state and out-of-state Seafarer Ministries that provide similar services and serve similar purposes.

(b) The corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporations under the Internal Revenue Code of 1986, as amended (the "Code"), and no part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual.

ARTICLE IV

Members

The Corporation shall not have members and shall act only through its Directors.

ARTICLE V

Registered Agent And Office

The registered agent on the date of filing of the Amended and Restated Articles of Incorporation is Rev. Edward J. Henley, Jr. and the registered office is St. Andrew's Church, 509 E. Twiggs Street, Tampa, FL 33602.

ARTICLE VI

Board Of Directors

The Corporation shall have no fewer than six (6) Directors. The Board of Directors on the date of the execution of these Amended and Restated Articles of Incorporation are:

Edward J. Henley, Jr., 404 Park Ridge Avenue, Temple Terrace, FL 33617

William McGowan, 107 - 29 Avenue, St. Petersburg Beach, FL 33606

Ruth Kinsolving, 5816 Bayshore Boulevard, Tampa, FL 33602

Roberto Ruelo, 16429 Ashwood Drive, Tampa, FL 33624

Donald Sink, 5409 Crescent Drive, Tampa, FL 33611

Raynald Bonoan, 18638 Livingston Avenue, Lutz, FL 33549

The Bylaws shall provide the method of election of Directors, and the number of Directors may be increased or decreased by amendment of the Bylaws, but shall in no case shall be fewer than six.

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ARTICLE VII
Officers

The officers of the Corporation shall be as set forth in the Bylaws. The names and addresses of the officers of the Corporation are as follows:

President: Edward I. Henley, Jr., 404 Park Ridge Avenue, Temple Terrace, FL 33617
Vice President: none
Secretary: William McGowan, 107 - 29 Avenue, St. Petersburg Beach, FL 33606
Treasurer: none

ARTICLE VIII
Principal Office

The street address of the Corporation's principal office is 509 E. Twiggs Street, Tampa, FL 33602.

ARTICLE IX
Dissolution

Upon dissolution of the Corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed within the meaning of Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, to the organization or organizations selected by the Directors of the Port of Tampa that most nearly provides the services at the port for which the Corporation was founded and which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Code. Any such assets not so disposed of within ninety (90) days following such dissolution shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes and to such organizations described in the preceding sentence.

ARTICLE X
Amendment

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Amended and Restated Articles of Incorporation in the manner now or hereinafter prescribed by the laws of the State of Florida. All rights, powers, privilege, and discretionary authority granted or confessed herein upon the Directors are granted or confessed subject to this reservation.

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FROM: CARLTON FIELDS 5TH F

FAX NO.: 8132294260

07-30-01 04:02P P.05

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The International Seafarers' Mission Of Tampa Bay, Inc. has caused these Amended and Restated Articles of Incorporation to be executed on this 30 day of July, 2001.

**The International Seafarers'
Mission Of Tampa Bay, Inc.,**
A Florida not for profit corporation



Rev. Edward J. Henley, Jr., President

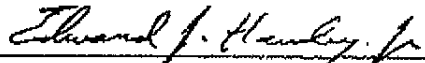
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**CERTIFICATE OF ADOPTION
OF
AMENDMENTS TO
ARTICLES OF INCORPORATION**

The amendments made to the original Articles of Incorporation that are included in these Amended and Restated Articles of Incorporation did not require member approval and the Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors of the Corporation on July 30, 2001.

Dated this 30 day of July, 2001.

**The International Seafarers'
Mission Of Tampa Bay, Inc.,
A Florida not for profit corporation**



Rev. Edward J. Henley, Jr., President