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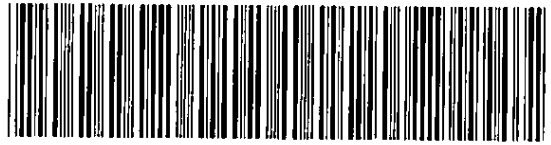
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: CHARLES F. CHAPMAN SCHOOL OF SEAMANSHIP, INC.

DOCUMENT NUMBER: 59-1416396

724115

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

Please return all correspondence concerning this matter to the following:

SHAUN PLYMALE

Name of Contact Person

TREASURE COAST LEGAL

Firm/ Company

100 SW ALBANY AVE., SUITE 310

Address

STUART, FL 34994

City/ State and Zip Code

FINANCE@TREASURECOASTLEGAL.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

SHAUN PLYMALE

Name of Contact Person

at (772)

283-2626

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

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Certified Copy
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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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

RESTATED
ARTICLES OF INCORPORATION
OF
CHARLES F. CHAPMAN SCHOOL OF
SEAMANSHIP, INC.

The Articles of Incorporation ("Articles") are hereby restated.

ARTICLE I.

The name of the corporation shall be: CHARLES F. CHAPMAN SCHOOL OF SEAMANSHIP, INC.

ARTICLE II.

This corporation is organized exclusively for educational purposes, 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 of 1954 (or the corresponding provision of any future United States Internal Revenue law). Without discrimination against all persons regardless of socio-economic background, race, color, creed, religion, gender, sexuality, nationality, or place or period of residence or domicile. This corporation shall have a perpetual existence.

ARTICLE III.

This corporation is organized as a non-profit corporation; it will not have or issue shares of stock. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its 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 furtherance of the purposes set forth in herein. No substantial part of the activities of this 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, 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation.

contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV.

The purposes of this non-profit corporation shall be:

- (a) To establish an educational institution of the highest caliber to provide instruction, training and education in the maritime arts and skills, such as piloting, seamanship, small boat handling, navigation, and mechanical skills such as engine maintenance, HVAC, hydraulics, piping systems, electrical and hull maintenance;
- (b) To offer such instruction, training and education to all persons who require such knowledge and training in connection with their vocational education;
- (c) To provide for the widest possible dissemination of such instruction, training and education to all persons who, as owner, guest or employee, may have occasion for pleasure or business purposes to operate small boats or larger vessels;
- (d) To encourage persons to seek and obtain such instruction and training for vocational purposes;
- (e) To increase public awareness of the importance of such instruction and training as an essential ingredient for achieving greater safety in the operation of such small boats and vessels;
- (f) In recognition of the vast number of small boats in operation upon the waters in and around the United States, and the numerous preventable accidents and injuries occurring to persons in such small boats or in the waters in the vicinity of such small boats, to encourage through the prestige of this institution, and within such limits as are permissible under Section 501(c)(3) of the United States Internal Revenue Code of 1954 (or any successive provisions) the development of basic minimum standards of training and skill piloting, seamanship and small boat handling, as a mandatory requirement for the operation of small boats;
- (g) To offer basic and advanced instruction, training and education, as the public needs may require or render appropriate, in connection with maritime (surface or sub-surface), terrestrial, or celestial matters, particularly in the fields of navigational training;
- (h) To conduct, participate in the conduct of, or provide financial assistance for scientific research in connection with maritime matters, or any of the foregoing areas of instruction, training or education.

ARTICLE V.

In the event of the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to

such organization or organizations organized and operated exclusively for charitable, education, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code Law), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court (or such court succeeding to its authority) of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

To do any and all and every other thing necessary or proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment thereof, or necessary, incidental to or desirable for the attainment of the objects set forth herein, so long as the same shall not involve carrying on any activity 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 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contribution to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VI.

The foregoing statements of purpose shall be construed as a statement of purposes and powers, and shall be liberally construed in aid of the powers of this corporation, and the enumeration of specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of and in addition to and not in limitation to said general powers; and the said corporation shall exercise all corporate powers of every kind whatsoever relative to the acquisition, use, disposition, whether by exchange, purchase, receipt of contributions, loans, lease, borrowing or in any manner, of real and personal property, including without limitation all forms of real or personal property which may be used in or in connection with its lawful activities, and to exercise any and all other corporate powers authorized by the State of Florida, under the provisions of Section 617.0302 of the Florida Statutes, 2023, and all other powers hereafter authorized by law, so long as the same are not inconsistent with the purposes set forth above, and so long as they shall not constitute 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 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contribution to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VII.

The business and affairs of this Corporation and the general policies to be followed by the Corporation shall be the responsibility of the Board of Trustees. The Board of Trustees shall be

composed of not less than eleven (11) and not more than twenty-five (25) Trustees, who shall be elected by the existing Board of Trustees. A "Trustee" may also be called a "Director," and "Trustee" means a "Director" as defined in the Code and Chapter 617 of the Florida Statutes. The By-Laws of the corporation shall contain provisions for the election of Trustees and for the suspension or expulsion of Trustees whose conduct or activities are deemed inimical to the interests or purposes of this corporation.

The Trustees shall serve without compensation for their services as Trustees. Each Trustee shall be chargeable only with the exercise of good faith in carrying out the provision hereof, and no Trustee shall be held personally liable for any error in judgment or action taken in good faith, but shall be immune to civil liability for money damages for any vote, decision, or failure to take action, regarding organizational management or policy, except where liability is required by Fla. Stat. § 617.0834, or for a corporation (a) that is exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) a contribution to which would be deductible under Section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). Each person made party to a proceeding because the person is or was a Trustee of the corporation shall be indemnified by the corporation for all claims arising out of such good faith actions, provided that the Trustee acted in a way the trustee reasonably believed was in, or not opposed to, the best interests of the corporation, and in the case of any criminal proceeding, the Trustee had no reasonable cause to believe the trustee's conduct was unlawful.

The Trustees shall hire by a favorable vote of two-thirds of all the trustees, an Executive Director, to manage the day-to-day operations and the running of the school under the direction of the Board of Trustees. The Trustees shall determine and prescribe the duties, responsibilities, and compensation of this office. The Executive Director at the time of adoption of these Articles is James W. Allen, II, 4343 SE St. Lucie Blvd., Stuart, Florida 34997.

ARTICLE VIII

The officers of the corporation are a President, a Vice President, a Secretary, a Treasurer, a General Counsel, and such other officers as may be elected or appointed by the Board of Trustees. Officers may hold more than one office.

The Officers at the time of adoption of these Articles, all of whom are also Trustees, and their addresses, are:

President: Shields McManus, 4343 SE St. Lucie Blvd., Stuart, Florida 34997

Vice President: Charles K. Wilcox, 4343 SE St. Lucie Blvd., Stuart, Florida 34997

Secretary: Aleta Smith, 4343 SE St. Lucie Blvd., Stuart, Florida 34997

Treasurer: Kyle Offringa, 4343 SE St. Lucie Blvd., Stuart, Florida 34997

General Counsel: Shaun T. Plymale, 4343 SE St. Lucie Blvd., Stuart, Florida 34997

ARTICLE IX.

Intentionally left blank.

ARTICLE X.

The By-Laws of the corporation are to be made and amended by the Trustees.

ARTICLE XI.

The principal office and mailing address of this corporation shall be maintained at 4343 SE St. Lucie Boulevard, Stuart, Florida 33497-6827, or at such other or additional places as may be designated by the Board of Trustees.

ARTICLE XII.

The Registered Agent for this corporation shall be James W. Allen, II, a resident of Florida whose registered office is identical with the corporation's principal office.

ARTICLE XIII

The names and addresses of the incorporators of the corporation are:

William H. Breech, Armour Building, Worth Ave., Palm Beach, FL 33480

David Bolton, 1830 Ponce de Leon Blvd., Coral Gables, FL 33134

Jo Ann McEvoy, 1830 Ponce de Leon Blvd., Coral Gables, FL 33134

ARTICLE XIV

These adopted restated articles of incorporation shall supersede the original articles of incorporation and all amendments to them.

After being duly noticed as required by the Revised Articles of Incorporation and adopted by a required vote of not less than three-fourth of the Trustees on June 15, 2024, the above Restated Article of Incorporation are hereby adopted.

Shields McManus

Shields McManus, President

Aleta Smith

Aleta Smith, Secretary

I am familiar with, and accept, the obligations of Registered Agent:

James W. Allen, II

7/11/07
2007/07/11