

729734

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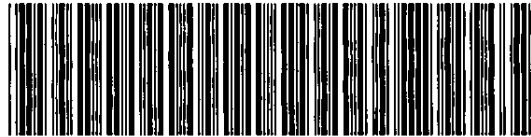
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C. LEWIS
AUG 6 2014
EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: **Palm Beach Maritime Museum, Inc.**

DOCUMENT NUMBER: **729734**

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

Please return all correspondence concerning this matter to the following:

Melissa Gross-Arnold, Esq.

(Name of Contact Person)

The Arnold Law Firm

(Firm/ Company)

6279 Dupont Station Court

(Address)

Jacksonville, FL 32217

(City/ State and Zip Code)

melissa@arnoldlawfirmllc.com

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

For further information concerning this matter, please call:

Melissa Gross-Arnold

(Name of Contact Person)

at **904 731-3800**

(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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| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
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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
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

FILED
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DIVISION OF CORPORATIONS

14 JUL 23 AM 10:57

OF

**PALM BEACH MARITIME MUSEUM, INC.
f/k/a OCEAN LEARNING INSTITUTE, INC.**

These Amended and Restated Articles of Incorporation of Palm Beach Maritime Museum, Inc., a Florida not for profit corporation, f/k/a Ocean Learning Institute, Inc. (the "Corporation"), dated and effective as of June 26, 2014, are being duly executed and filed to amend, completely restate and supersede the Corporation's Articles of Incorporation, which were originally filed and effective as of May 20, 1974, Document No. 729734 and amended on June 26, 1980 and June 1, 1992. These Amended and Restated Articles of Incorporation were duly executed and are being filed in accordance with Section 617.1007, Florida Statutes.

**Article I
NAME**

The name of this corporation shall be PALM BEACH MARITIME MUSEUM, INC. (hereinafter called the "Corporation").

**Article II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office and mailing address of the Corporation shall be as follows: 1518 West Lantana Road, Lantana, FL 33462.

**Article III
PURPOSE**

The Corporation is organized exclusively for educational and charitable 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, or the corresponding section of any future tax code. Specifically, the Corporation is organized for the purpose of operating one or more public charter schools in the State of Florida, and to undertake such activities as may further the general purposes described herein.

**Article IV
BOARD OF DIRECTORS**

A. **Powers.** The affairs of the Corporation shall be managed under the direction of, the Board of Directors. The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of the Corporation.

B. Number. The affairs of this Corporation shall be conducted by a Board of Directors, the number of which shall be determined from time to time in accordance with the Bylaws, but shall never be less than three (3) Directors.

C. Election; Removal; Resignation. The manner of election, removal and resignation of Directors shall be regulated by the Bylaws.

D. Names and Addresses of Directors. The directors shall be:

<u>Name</u>	<u>Address</u>
Steve Bolin	8502 Chapman Oak Ct., Palm Beach Gardens, FL 33410
William Burckart (Chair)	3184 SW Bridge Street, Port St. Lucie, FL 34953
Scott Shelley	1224 N. C Street, Lake Worth, FL 33463

Article V

REGISTERED OFFICE AND AGENT

The name of the registered agent of the Corporation is Maria R. Faya, Director of Operations, whose address is: 1518 West Lantana Road, Lantana, FL 33462.

Article VI

MEMBERSHIP

The sole member of the Corporation shall be Palm Beach Maritime Foundation, Inc., a Maryland non-profit corporation (the "Member"). The Member shall have the right to approve any amendments to the Articles of Incorporation or the Corporation's Bylaws, which approval right shall not be unreasonably withheld, and which shall be based on the role of the Member to support and encourage the maritime educational mission and vision of the Corporation. The Member shall also have the right to remove any member of the Corporation's Board of Directors, upon a majority vote of the Board of the Member, in the event that written notice is provided to the Corporation by the Member that such member of the Board of Directors has acted inconsistently with the maritime educational mission and vision of the Corporation, and after such member of the Board of Directors has been given an opportunity to refute the claim at a meeting of the Board of the Member. Disagreement over terms and conditions of any charter contract, the Amended and Restated Bylaws, these Amended and Restated Articles of Incorporation, or other binding agreements involving Corporation and the Member, shall not in and of itself, be grounds for removal. To the extent that such right may be waived, the Member hereby waives its rights of removal set forth in Section 617.0808, Florida Statutes.

Article VII

DURATION

This Corporation shall exist perpetually.

Article VIII
DISSOLUTION

Upon dissolution of this Corporation, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, including disposition of assets pursuant to any applicable charter contract or law applying to charter schools, shall be distributed to a nonprofit fund, foundation, or corporation that is organized exclusively for charitable purposes, pursuant to Section 501(c)(3) of the Internal Revenue Code, or the corresponding provision in any future tax code.

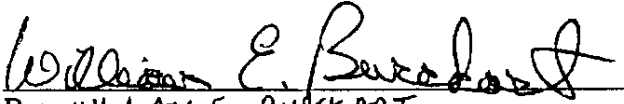
Article IX
LIMITATIONS

The Corporation's assets are irrevocably dedicated to its public benefit purposes. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its officers, members, trustees, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered by its member or others and to confer benefits on its member in accordance with the Corporations' purposes set forth in Article III herein. 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 or in opposition to 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 1986, or the corresponding section of any future federal tax code, or (b) 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 X
AMENDMENT

These Amended and Restated Articles of Incorporation may be amended at any time by a resolution adopted by a vote of a majority of the directors present at any regular or special meeting provided a quorum is present and subsequent approval of the Member in accordance with the terms and conditions set forth in Article VI, above.

The foregoing Amended and Restated Articles of Incorporation were adopted by a majority of a quorum of the Board of Directors this 22nd day of April, 2014.



By: WILLIAM E. BURKART

Its: Secretary

Approved by the Member, Palm Beach Maritime Foundation, Inc., this 26 day of JUNE, 2014.



Its CHAIRMAN

Printed Name: JOHN C. GRANT

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ACCEPTANCE BY REGISTERED AGENT

14 JUL 23 AM 10:57

Having been named to accept service of process for the above stated corporation, at the place designated in the above Amended and Restated Articles of Incorporation of Palm Beach Maritime Museum, Inc. f/k/a Ocean Learning Institute, Inc., I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Maria R. Faya

Date: 7/14/2014