

729734

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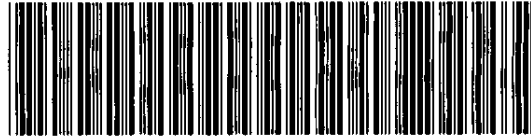
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TALLAHASSEE, FLORIDA

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C. CARROTHERS

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 (904) 731-3800

(Name of Contact Person) at (Area Code) (Daytime Telephone Number)

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

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee 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

Articles of Amendment
to
Articles of Incorporation
of

Palm Beach Maritime Museum, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

729734

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this **Florida Not For Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new

name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address **MUST BE A STREET ADDRESS**)

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

(Florida street address)

New Registered Office Address:

(City)

, Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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TALLAHASSEE, FLORIDA

**FIRST AMENDMENT TO
AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

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

THIS FIRST AMENDMENT TO AMENDED AND RESTATED ARTICLES OF INCORPORATION ("Amendment"), of Palm Beach Maritime Museum, Inc., f/k/a Ocean Learning Institute, Inc. ("Corporation"), is intended to amend the Amended and Restated Articles of Incorporation of the Corporation, which were adopted and effective as of June 26, 2014.

WHEREAS, the Corporation and its sole member, Palm Beach Maritime Foundation, Inc., ("Foundation") have determined that it is in their mutual best interests for the Foundation to be voluntarily removed as sole member and to amend its Amended and Restated Articles of Incorporation to reflect such voluntary removal.

NOW THEREFORE, in consideration of the foregoing premises, the Amended and Restated Articles of Incorporation are amended as follows:

1. Article VI is deleted in its entirety and replaced with the following:

The Corporation will have no "members" as that term is defined in Section 617.0601, Florida Statutes.

2. Article IX, is amended as follows:


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, directors,~~ 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.

3. Article X. is amended as follows:

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 ~~XI~~, above.

4. All other provisions of the Amended and Restated ~~Bylaws~~ ^{Articles} will remain the same, and the Amended and Restated ~~Bylaws~~ ^{Articles} as amended hereby, shall remain in full force and effect.

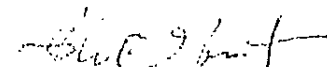
The foregoing Amendment was adopted by a majority of a quorum of the Board of Directors this ~~25th~~ ^{October} day of September 2016 and effective retroactively to the Effective Date.



Secretary

Printed Name: Judy Lehman

Approved by the member, Palm Beach Maritime Foundation, Inc., this ____ day of _____, 2016 and effective retroactively to the Effective Date.



Printed Name: John C. B. Zant
Title: President

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: 2/21/15
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 11-18-16

Signature J. Lehman
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Judy Lehman

(Typed or printed name of person signing)

Secretary

(Title of person signing)