

JUN-18-02 TUE

P. 01/12

731206

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H02000153664 6)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850) 205-0380

From:

Account Name : SMITH HULSEY & BUSEY  
Account Number : 075030000653  
Phone : (904) 359-7008  
Fax Number : (904) 359-7712

FILED  
02 JUN 18 PM 2:25  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

RECEIVED

02 JUN 18 AM 11:53

DIVISION OF CORPORATIONS

**BASIC AMENDMENT**  
**DADE MARINE INSTITUTE, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	11
Estimated Charge	\$35.00

AM & Destated  
KRB  
6/18  
(12)

Electronic Filing Menu

Corporate Filing

Public Access Help

H02000153664 6

**FIRST AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
DADE MARINE INSTITUTE, INC.**

The undersigned hereby amend and restate the Articles of Incorporation of Dade Marine Institute, Inc., dated October 15, 1974, and filed with the Florida Department of State on November 12, 1974. These Articles shall be effective upon the filing of these First Amended and Restated Articles with the Florida Department of State. The Corporation shall continue as a Florida Not-for-Profit Corporation under the laws of the State of Florida, Chapter 617.

**ARTICLE I - NAME**

The name of this Corporation shall be Dade Marine Institute, Inc.

**ARTICLE II - DURATION**

This Corporation shall exist perpetually.

**ARTICLE III - PURPOSES, LIMITATIONS AND DISSOLUTION**

**Section 3.1. Purposes.** The Corporation is organized exclusively for charitable and educational purposes, including, without limitation, the following:

- a. Rehabilitation of delinquent and dependent youth by providing education, training, discipline and productive work;
- b. Conducting education and rehabilitation programs for dependent, delinquent and other problem youth; and
- c. Receiving real or personal property, or both, and subject to the restrictions and limitations in these First Amended and Restated Articles, using and applying the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific,

**FILED**  
02 JUN 18 PM 2:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H02000153664 6

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. Other Activities.** Subject to the restrictions and limitations in these First Amended and Restated Articles, the Corporation may engage in all lawful activities that are necessary or desirable to advance the purposes described in this Article and may cooperate with other individuals, organizations, institutions, foundations and agencies having similar purposes.

**Section 3.3. 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, conform to the selection and evaluation policies or procedures recommended or adopted by the Board of Trustees of Associated Marine Institutes, Inc. ("AMI").

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any private persons, except that the Corporation shall be authorized and empowered to pay reasonable 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 First Amended and Restated Articles,

H02000153664 6

H02000153664 6

however, the Corporation shall not carry on any 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 (b) 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 pay all liabilities of the Corporation and shall distribute the remaining assets to one of the following entities as determined by the Board: (a) AMI or (b) 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 any 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.

#### **ARTICLE IV – NON-STOCK CORPORATION AND MEMBERS**

This Corporation is organized under a non-stock basis. 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

H02000153664 6

H02000153664 6

used in these First Amended and Restated Articles, the term "Member" shall mean, collectively, AML and additional members, if any, appointed by AML.

**ARTICLE V - MANAGEMENT OF AFFAIRS-BOARD OF TRUSTEES**

**Section 5.1. General.** The affairs of the Corporation shall be managed by a Board of Trustees, consisting of not less than three (3) persons having the right to vote, including the Chairman of the Board and at least two (2) other persons elected by the Board and confirmed by the Member in accordance with Section 5.3 below. Subject to the Member's confirmation as set forth in Section 5.3 below, the Board may authorize and elect more than three (3) Trustees. The Board may fill vacancies on the Board provided that the Member shall have the right to fill any vacancies, subject to confirmation by the Member, at any special meeting called for that purpose prior to such action by the Board. The Directors shall take office when confirmed by the Member. The Executive Director shall be a non-voting member of the Board.

**Section 5.2. Election of Directors.** The Trustees shall be elected by the Board at the annual meeting or at any special meeting of the Board. At least thirty (30) days prior to the election, the Nominating Committee shall submit a slate of one nominee for each Trustee position to be elected. The Board may also accept: (a) nominations from the Member at or in advance of the election, and (b) nominations from the floor by a Director. The Member shall have the authority to remove any or all of the Trustees and appoint their successors. The Member may authorize the Board to remove a Trustee as set forth in the Bylaws.

**Section 5.3. Confirmation by Member.** Within ten (10) days after any vote or election by the Board which requires confirmation by the Member, the Board shall submit to the Member a written request specifying the matter for which the Member's approval is requested. If it approves the matter, the Member shall provide to the Board written confirmation of such.

H02000153664 6

E02000153664 6

**Section 5.4. Voting.** A quorum of the Board shall consist of one-third of the number of voting Trustees then serving under Section 5.1. The affirmative vote of a majority of the Trustees present shall constitute the act of the Board unless otherwise required by these Articles of Incorporation or Bylaws.

**Section 5.5. Board Members.** The names and addresses of the persons who are to serve on the Board until their successors are elected, are:

<u>Name</u>	<u>Address</u>
Loretta Fabricant	100 SE Second Street, #3910 Miami, Florida 33131
Mario de Armas	First Union Financial Center 200 South Biscayne Boulevard, Suite 1900 Miami, Florida 33131
Mitch Bloomberg	2601 South Bayshore Drive, #1600 Miami, Florida 33133
Jorge Zerpa	230 Westward Drive Miami Springs, Florida 33166
Henry Befeler	Two Alhambra Plaza, Pent. II Miami, Florida 33133
Luis de Armas	201 South Biscayne Boulevard, # 1500 Miami, Florida 33131
Craig Milan	1050 Caribbean Way Miami, Florida 33132
Rep. Gus Barreiro	1454 SW First Street, Suite 100 Miami, Florida 33135
Alison McGhee	10647 SW 88th Street, #6C Miami, Florida 33176
William Myers	1365 Alegriano Coral Gables, Florida 33146
Marlene Niermeier	2665 S. Bayshore Drive #1600 Miami, FL 33131
Scott Perdigon	18999 Biscayne Boulevard, Suite #201 Aventura, Florida 33180
Catharine Caldwell	100 SE Second Street, #4000 Miami, Florida 33131
Shiela Quinlin	1000 Venetian Way, #506 Miami, Florida 33139
O. B. Stander	5915 Benjamin Center Drive Tampa, Florida 33364

E02000153664 6

H02000153664 6

V. T. Williams

Prof. John Wrieden

7650 N.W. 19th Street, # 600  
Miami, FL 33126  
School of Accounting/FIU  
Miami, Florida 33199

#### **ARTICLE VI - COMMITTEES**

**Section 6.1 Executive Committee.** The Board of Trustees shall have an Executive Committee which shall consist of the Chairman of the Board and at least two (2) Board members who shall be elected by the Board and who shall serve at the pleasure of the Board as provided in the Bylaws. The Executive Committee shall have and may exercise all the powers of the Board between meetings of the Board, except as otherwise provided by Florida law or the Bylaws.

**Section 6.2 Other Committees.** The Board shall designate a Nominating Committee and may designate other committees as provided in the Bylaws or by resolution. Each committee must have two (2) or more members to serve at the pleasure of the Board. Each such committee shall exercise those powers designated in the Bylaws or in the resolution forming the committee.

#### **ARTICLE VII - OFFICERS**

The Corporation shall have an Executive Director who shall be the chief executive officer of the Corporation. The Member shall have the authority to appoint and remove the Executive Director.

The remaining officers of the Corporation shall be a Chairman of the Board and such other officers as set forth in the Bylaws of the Corporation. The election of officers; their terms of office; the persons who may serve in an office; and their duties and responsibilities shall be controlled by the Bylaws.

The officers who will serve until their successors are elected are:

H02000153664 6

<u>Name</u>	<u>Position</u>	<u>Address</u>
Mario de Armas	Chairman	First Union Financial Center 200 South Biscayne Boulevard Suite 1900 Miami, Florida 33131
Sheila Quinlan	President	1000 Venetian Way, #506 Miami, Florida 33139
Mitch Bloomberg	Vice-President	2601 South Bayshore Drive, #1600 Miami, Florida 33133
Marlene Niemeier	Secretary/Treasurer	2665 S. Bayshore Drive #1600 Miami, FL 33131

**ARTICLE VIII – AMENDMENTS TO ARTICLES OF INCORPORATION**

The First Amended and Restated Articles of Incorporation may be amended or rescinded by approval of the Member. The Board of Trustees may propose amendments to these First Amended and Restated Articles of Incorporation if approved by a two-thirds vote of the Trustees present and voting at any annual meeting or special meeting called for that purpose.



H02000153664 6

**ARTICLE IX - AMENDMENTS TO BYLAWS**

The Bylaws may be amended at any time by the Board of Trustees, provided the amendment: (a) has first been submitted to and approved in writing by the Member, in which case the Bylaw amendment shall be effective upon its adoption by the Board (unless a later date is specified in the amendment), or (b) is approved by the Member following the Board's vote, in which case the Bylaw amendment shall be effective on the date of the Member's approval (unless a later date is specified in the amendment). Amendments to the Bylaws shall be made by a majority vote of the Trustees present at any special meeting of the Board. If the Board adopts a Bylaw amendment which has not been approved in advance by the Member, then within ten (10) days after such vote the Board shall submit to the Member a written request for the Member's approval of that amendment. If the Member approves the amendment, the Member shall provide to the Board written confirmation of such approval. Promptly after the Bylaws are adopted or amended, the Secretary shall furnish a certified copy of the amended bylaws to the Member.

**ARTICLE X - PRINCIPAL OFFICE**

The principal office and mailing address of the Corporation shall be 1820 Arthur Lamb Jr. Road, Key Biscayne, Florida 33149.

**ARTICLE XI - REGISTERED AGENT AND OFFICE**

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

**Name**

David J. Hull

**Address**225 Water Street, Suite 1800  
Jacksonville, Florida 32202

H02000153664 6

H02000153664 6

#### **ARTICLE XII - 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 XIII - ACTIONS REQUIRING MEMBER'S CONSENT**

The Corporation may not take the following action without obtaining the advance written consent of the Member:

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

H02000153664 6

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.

IN WITNESS WHEREOF, these First Amended and Restated Articles of Incorporation were approved by a majority of the members of the Board of Trustees at a duly called meeting on

JANUARY 25, 2002



Mario de Armas  
Chairman

H02000153664 6

**ARTICLES OF AMENDMENT AND RESTATEMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
DADE MARINE INSTITUTE, INC.**

Dade Marine Institute, Inc. adopts the attached First Amended and Restated Articles of Incorporation of Dade Marine Institute, Inc.

The members of the Corporation are the members of its Board of Trustees. The First Amended and Restated Articles of Incorporation require member approval.

A majority of the members of the Board of Trustees approved the filing of these Articles of Amendment and Restatement and consented to the filing of the attached First Amended and Restated Articles of Incorporation at a duly noticed meeting of the Board of Trustees held on January 25, 2002, at which a quorum was present. The number of votes cast for the First Amended and Restated Articles of Incorporation was sufficient for approval.

DATED May 9th, 2002.

**DADE MARINE INSTITUTE, INC.**

By: Mario de Armas  
Mario de Armas  
Chairman, Board of Trustees

H02000153664 6

h:\data\cs\am\dade marine\articles&bylaws\adoption.doc