

73 168

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

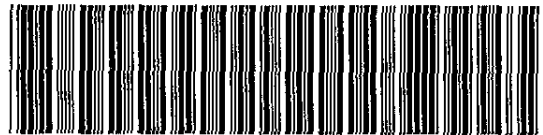
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300025294663

EFFECTIVE DATE
01-01-04

RECEIVED
03 DEC 30 PM 1:01
DIVISION OF CORPORATION

FILED
03 DEC 31 AM 11:55
SECRETARY OF STATE
TALLAHASSEE, FL 32399

G. Coulllette DEC 31 2003



CORPORATION SERVICE COMPANY™

ACCOUNT NO 072100000032
REFERENCE 378094 7193709

AUTHORIZATION
COST LIMIT \$ 43.75 *Patricia Pizento*

ORDER DATE : December 30, 20
ORDER TIME : 10:49 AM
ORDER NO. : 378094-010
CUSTOMER NO: 7193709
CUSTOMER: Ms. Kristy Hair
Greenberg Traurig,
Suite 700
2375 E. Camelback Pk
Phoenix, AZ 85016

DOMESTIC FILING

NAME: HARBOR BRANCH
INC. INSTITUTION,

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS F OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- ELLER
OWNER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE

Glenn Hood
Secretary of State

December 30, 2003

CSC
ATYTN: SARA
TALLAHASSEE, FL

SUBJECT: HARBOR BRANCH INSTITUTION
Ref. Number: 734168

NC.

We have received your document for Harbor Branch Institution, Inc. and the authorization to debit your account. However, the document has not been filed and is being returned to you.

HARBOR BRANCH INSTITUTION, INC.
The amount of \$43.75. However, the document has not been filed and is being returned to you.

We must have the manner of adoption and the amount of the fee.

date of adoption.

Please return your document, along with the fee, by January 6, 2004. Your filing will be considered abandoned if you do not.

7 of this letter, within 60 days or

If you have any questions concerning this letter, please call (850) 245-6903.

7 of your document, please call

Cheryl Coulliette
Document Specialist

letter Number: 803A00069295

Resubmit

*Please note
effective date*

RECEIVED
03 DEC 31 AM 10:55
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

03 DEC 31 AM 11:55
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED
ARTICLES OF INCORPORATION

HARBOR BRANCH
(A Florida Not-for-Profit Corporation)

The Articles of Incorporation of Harbor Branch Oceanographic Institution, Inc., as heretofore in effect, are hereby amended and restated to read as follows. These Amended and Restated Articles of Incorporation were duly adopted by the unanimous written consent of the members on the 26th day of December, 2003.

ARTICLE I
NAME

The name of this corporation shall be Harbor Branch Oceanographic Institution, Inc. (hereinafter the "Corporation").

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and mailing address of the Corporation is 5600 US 1 North, Ft. Pierce, FL 34946.

ARTICLE III
PURPOSE

This Corporation is a non-profit corporation organized for charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and for the purpose of engaging in any lawful activity not for pecuniary profit for which not-for-profit corporations may be organized, so long as such activity is not prohibited by the laws of the State of Florida and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including, without limitation:

- (a) The scientific accumulation and dissemination of knowledge in the field of oceanology particularly as it applies to the effects of pollution;
- (b) Sponsoring and engaging in scientific research and development for the purpose of making inventories and observing the behavior of marine plants and animals through various stages of their life cycles in unpolluted and polluted waters;
- (c) Developing new engineering tools and techniques for oceanographic research and by operating laboratories for the furtherance of such research;
- (d) Developing methods for changing the character of pollution, by eliminating the harmful effects and by utilizing the nutrients and pollutants;
- (e) Sponsoring and engaging in underwater archaeology projects through the use of new engineering tools and methods;

EFFECTIVE DATE
01-01-04

(f) Preparing and distributing public seminars which serve to disseminate knowledge of engineering research and development;

(g) Making grants to institutions, organizations, agencies and activities which are organized and operated exclusively for charitable, scientific, or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation and which do not participate in the distribution of statements), any political campaign;

(h) Sponsoring and engaging in scientific research and development carried on for the purposes of aiding and encouraging the development of industries and products involving the farming of marine plants and animals in order to benefit the marine environment; and

(i) Engaging in all such activities as may be necessary, useful, suitable, desirable or proper to carry out the purposes set forth herein.

**ARTICLE IV
REGISTERED OFFICE**

The street address of the registered office of the Corporation is 5600 US 1 North, Ft. Pierce, FL 34946; and the name of the Corporation is Herman. The registered office or the registered agent may be changed in the manner set forth in the Bylaws of the Corporation.

**ARTICLE V
MEMBERSHIP**

This Corporation shall have members. The number, qualifications and procedures for election of members shall be in accordance with the provisions of the Bylaws of the Corporation. The powers and duties of the directors of the Corporation, the appointment of the Board of Directors and the appointment of officers shall be exercised in accordance with the Bylaws of the Corporation. There shall be three classes of Trustees, Class A, Class B and Class C. The

and research materials and by lectures and demonstrations of marine plants and animals and ocean

zations, agencies and activities which are scientific, or educational purposes, no part of the net earnings of which inures to the benefit of any private shareholder or individual, and no part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation and which do not participate in the distribution of statements), any political campaign;

research and development carried on for the purposes of aiding and encouraging the development of industries and products involving the farming of marine plants and animals in order to benefit the marine environment; and

as necessary, useful, suitable, desirable or proper to carry out the purposes set forth herein.

**V
AND AGENT**

the Corporation is 5600 US 1 North, Ft. Pierce, FL 34946; and the name of the Corporation is Herman. The registered office or the registered agent may be changed in the manner set forth in the Bylaws of the Corporation.

IP

after referred to as "Trustees"). The powers and duties of the directors of the Corporation, the appointment of the Board of Directors and the appointment of officers shall be exercised in accordance with the Bylaws of the Corporation. There shall be three classes of Trustees, Class A, Class B and Class C. The

J. Sewell

Paul

Dona

Micha

son, Jr.

st, Jr.

rszalek

eenleaf

**ARTICLE VI
BOARD OF DIRECTORS**

The affairs of this Corporation shall be managed by a Board of Directors consisting of not less than three (3) directors. The number of directors may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than three. The directors shall be appointed by the Corporation, but shall never be less than three. The directors shall be appointed by the Bylaws.

A director shall not be personally liable for the Corporation for monetary damages for breach of fiduciary duty as a director, except as provided by Florida law.

**ARTICLE VII
AMENDMENTS**

Any amendment to these Articles of Incorporation or the Bylaws of the Corporation shall be proposed by and require the approval of a majority of the Trustees.

**ARTICLE VIII
DURATION OF CORPORATION**

The period of the duration of the Corporation shall be perpetual unless dissolved according to law.

**ARTICLE IX
DISSOLUTION**

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or other organization which is organized and operated exclusively for charitable purposes and which has obtained its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws or to any governmental agency.

**ARTICLE X
LIMITATIONS ON DISTRIBUTION**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its directors, officers, members, or any 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 for the furtherance of any of its purposes. No part of the assets of the Corporation shall be used to carry on propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of Section 501 of the Internal Revenue Code of 1986), or to participate or intervene in (including the publishing or distributing 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 activity which is 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

**VI
DIRECTORS**

ged by a Board of Directors consisting of ctors may be increased or decreased from Corporation, but shall never be less than s in accordance with the provisions of the

ne Corporation for monetary damages for l by Florida law.

**II
IT**

ion or the Bylaws of the Corporation shall of the Trustees.

**II
ORATION**

is perpetual unless dissolved according to

N

Corporation, its assets remaining after liabilities of the Corporation, shall be voration which is organized and operated lished its tax exempt status under Section nded, or corresponding provisions of any , as determined by the Trustees.

S

on shall inure to the benefit of, or be other private persons, except that the y reasonable compensation for services urtherance of any of its purposes. No ll be the carrying on of propaganda, or otherwise provided in subsection (h) of umended), and the Corporation shall not distributing of statements) any political Notwithstanding any other provision of ctivities not permitted to be carried on under Section 501(c)(3) of the Internal

Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporate provision of any future United States Internal Revenue Law).

ding provision of any future United States contributions to which are deductible under 1986, as amended (or the corresponding Law).

**ARTICLES
EFFECT**

**ARTICLES
EFFECT**

These Amended and Restated Articles of Incorporation shall be effective as of January 1, 2004.

poration shall be effective as of January 1,

IN WITNESS WHEREOF, the undersigned have executed these Amended and Restated Articles of Incorporation on this 27th day of December, 2003.

ve executed these Amended and Restated Articles of Incorporation on this 27th day of December, 2003.

Edward Johnson, Jr.
Chairman of the Board of Directors