

736403

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

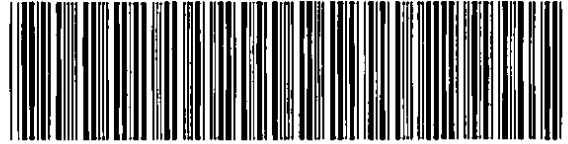
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500331550085

JUL 24 2019
S. YOUNG

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

19 JUL 16 PM 6:46

FILED

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Hernando Beach Marine Safety Support Group, Inc.

DOCUMENT NUMBER: 736403

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

Please return all correspondence concerning this matter to the following:

William A. Ferreira

(Name of Contact Person)

(Firm/ Company)

PO Box 6851

(Address)

Spring Hill, FL 34611

(City/ State and Zip Code)

wferreira@tampabay.rr.com

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

For further information concerning this matter, please call:

Deborah F. Hogan, Esq.

352

799-8423

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

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

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$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

FILED
19 JUL 16 PM 6:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
HERNANDO BEACH MARINE GROUP, INC.
formerly known as
HERNANDO BEACH MARINE SAFETY SUPPORT GROUP, INC.**

WE, the undersigned, do propose and agree to the following Restated and Amended Articles of Incorporation.

**ARTICLE I
NAME AND ADDRESS**

The name and address of this Corporation shall hereafter be changed from Hernando Beach Marine Safety Support Group, Inc. to **HERNANDO BEACH MARINE GROUP, INC.**

The Corporate address shall be 4340 Calienta Street, Spring Hill, FL 34607

**ARTICLE II
LOCATION OF RESIDENT AGENT**

The name and location of the Resident Agent of this Corporation shall be: Deborah F. Hogan, Esq. The Hogan Law Firm, 20 South Broad Street, Florida 34601 or such other person or location as the Board of Directors may from time to time select.

**ARTICLE III
GENERAL NATURE AND PURPOSE**

This Corporation shall be devoted to:

- (a) To promote and encourage boating and water safety;
- (b) To support and encourage instructional periods, classes and programs related to boating and boating safety and recreational water use

**ARTICLE IV
POWERS**

The Corporation shall possess all powers granted corporations not-for-profit under the laws of the State of Florida and shall be subject to all restrictions imposed therein upon such corporations.

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes including, but not limited to, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make expenditures in furtherance of the purposes set forth in Article III hereof. 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 publication or distribution of statement) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501 (c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended or by an organization, contributions to which are deductible under Section 170(c)(2) of the IRC and regulations as they now exist or hereafter may be amended, or by a corporation organized under Florida Statute Chapter 617.

Without limiting the foregoing, the Corporation shall have the power to:

- (1) Make donations for the public welfare or for religious, charitable, scientific, educational or other similar purposes.
- (2) Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

ARTICLE V MEMBERSHIP

The Corporation shall have no voting members. All business will be conducted by a Board of Directors.

ARTICLE VI EXISTENCE

The Corporation shall have perpetual existence, unless dissolved by Law.

ARTICLE VII BOARD OF DIRECTORS

The business of the Corporation shall be conducted by its Board of Directors. There shall be no less than four (4) and no more than seven (7) persons serving on the Board of Directors.

A quorum of the Board of Directors shall consist of four (4) board members.

ARTICLE VIII OFFICERS

The officers of this Corporation may consist of a President, Vice-President, a Secretary and a Treasurer and such other officers as may be provided for by the Board of Directors from time to time.

Officers shall be elected in the manner and for the terms, and with the qualifications provided in the Corporation's Bylaws.

Each director and each officer or former director or officer of the Corporation may be indemnified and may be advanced reasonable expenses by the Corporation against liabilities imposed upon him or her and expenses reasonably incurred by him or her in connection with any claim against him or her, or any action, suit or proceeding to which he or she may be a party by reason of his or her being, or having been, such director or officer and against such sum as independent counsel selected by the directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no director or officer shall be indemnified if he or she is determined to have breached or failed to perform his or her duties as a director or officer, as the same is defined in Florida Statute 617.0834, or its successor. Such rights of indemnification shall be in addition to any other rights to which directors or officers may be entitled under any bylaw, agreement, corporate resolution, vote of directors or otherwise. The Corporation shall have the power to purchase or maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by this Article and applicable Florida law.

ARTICLE IX **DISSOLUTION**

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in 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.

ARTICLE X **BYLAWS**

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors. Such actions may be taken at any duly called meeting of the Board of Directors. Notice of a duly called meeting for proposed action on the Bylaws is required. Approval of any action on the Bylaws shall require a majority of all directors.

ARTICLE XI **AMENDMENTS**

Those Restated Articles of Incorporation may be amended by a majority vote of all directors at a special meeting of the Board of Directors called for that purpose.

This Restated Articles of Incorporation has been adopted and approved by consent of all of the directors of the Corporation pursuant to 607.1002 Florida Statutes.

This Restatement and Amendment of Articles of Incorporation shall become effective upon filing with the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned have executed and signed these Restated Articles of Incorporation on behalf of the Corporation this 13 day of July, 2019

June

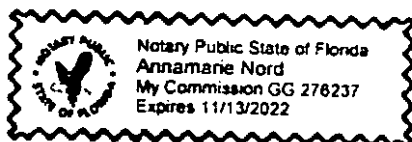
HERNANDO BEACH MARINE GROUP, INC.
f/k/a HERNANDO BEACH MARINE SAFETY
SUPPORT GROUP, INC.,
a Florida not-for-profit corporation

[Signature]
By WILLIAM A. FERRERA

STATE OF FLORIDA
COUNTY OF HERNANDO

The foregoing instrument was acknowledged before me this 13 day of June, 2019 by _____, Chairman of the Board of HERNANDO BEACH MARINE GROUP, INC. a Florida not-for-profit corporation, who is personally known to me or has produced FLDL as identification and did not take an oath.

(Seal)



Annamarie Nord
Notary Public
Print Name: Annamarie Nord
Commission Expires: 11/13/2022

June 13, 2019

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


Effective date if applicable: _____
(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 June 13, 2019 _____

Signature  _____
(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)

William A. Ferreira

(Typed or printed name of person signing)

President

(Title of person signing)