

766.202  
**AUSLEY & McMULLEN**  
ATTORNEYS AND COUNSELORS AT LAW

227 SOUTH CALHOUN STREET  
P.O. BOX 391 (ZIP 32302)  
TALLAHASSEE, FLORIDA 32301  
(850) 224-9115 FAX (850) 222-7560

September 5, 2000

FILED  
00 SEP 13 PM 3:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**VIA HAND DELIVERY**

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

700003283957--5  
-09/06/00-01064-008  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

RE: Florida Environmental Institute, Inc.

Dear Sir or Madam:

Enclosed for filing are the Articles of Amendment to the Articles of Incorporation (with Amended and Restated Articles attached) for the Florida Environmental Institute, Inc.

We have also enclosed our firm's check in the amount of \$43.75 for the filing fee and a certified copy, and an extra copy of the Articles of Amendment to be datestamped by your office and to be picked up by our messenger.

Thank you for your assistance. Please call if you have any questions.

Sincerely,



Emily S. Waugh

ESW/jg

Enclosures

cc: Mr. Frederick D. Kremer (w/o enc.)

G. COULLIETTE SEP 14 2000

RECEIVED  
00 SEP -6 PM 1:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

September 7, 2000

AUSLEY & MCMULLEN

TALLAHASSEE, FL

SUBJECT: FLORIDA ENVIRONMENTAL INSTITUTE, INC.  
Ref. Number: 766202

RECEIVED  
SEP 13 2000  
AUSLEY & MCMULLEN

We have received your document for FLORIDA ENVIRONMENTAL INSTITUTE, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent office you have listed in article XI shows a P.O. Box. You must show a physical address and remove the P.O. Box you are showing in that article. Please return filing with this letter after correction.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 400A00047362

Jilic@ Ausley Law Firm

Requester's Name

Address

224-9115

City/State/Zip

Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

**NEW FILINGS**

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

**AMENDMENTS**

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

**OTHER FILINGS**

- ☐ Annual Report
- ☐ Fictitious Name

**REGISTRATION/QUALIFICATION**

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
FLORIDA ENVIRONMENTAL INSTITUTE, INC.**

Pursuant to the provisions of Section 617.1006 of the Florida Statutes, Florida Environmental Institute, Inc. adopts the attached Amended and Restated Articles of Incorporation of Florida Environmental Institute, Inc.

The members of the Corporation are the Board of Trustees and they are entitled to vote on the proposed amendment. A majority of the Trustees present at a duly called meeting of the Board of Trustees held on May 20, 2000, at which a quorum was present, approved the filing of the attached First Amended and Restated Articles of Incorporation. The number of votes cast for the First Amended Articles was sufficient for approval.

DATED June 15, 2000.

**FLORIDA ENVIRONMENTAL INSTITUTE, INC.**

By: William E. Gladstone  
William E. Gladstone  
Chairman, Board of Trustees

**FILED**  
00 SEP 13 PM 3:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**FLORIDA ENVIRONMENTAL INSTITUTE, INC.**

These Amended and Restated Articles of Incorporation shall be effective upon the filing of these Articles with the Florida Secretary of State. The Corporation shall continue as a Florida Nonprofit Corporation under the laws of the State of Florida

**ARTICLE I - NAME**

The name of this Corporation is Florida Environmental Institute, Inc.

**ARTICLE II - PUBLIC BENEFIT**

This Corporation is a public benefit corporation.

**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 Articles, using and applying the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific,

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 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 Articles, 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 who shall initially be AMI. AMI 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 used in these Articles, the term "Member" shall mean, collectively, AMI and additional members, if any, appointed by AMI.

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

**Section 5.1.** 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 other persons elected by the Board. 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 and the Board may fill any vacancies. The Executive Director shall be a non-voting member of the Board.

**Section 5.2.** The Trustees shall be elected by the Board and shall take office when confirmed by the Member as set forth in Section 5.3 below. 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.** 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.

**Section 5.4.** 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 the Articles of Incorporation or Bylaws.



**Section 5.5.** 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>
William E. Gladstone, Chairman	326 Palm Trail Delray Beach, FL 33483
E. John Dinkel	Post Office Box 1531 Tampa, FL 33601
Robert M. Friedman	Administration Building, Room 388 777 Glades Road Boca Raton, FL 33431-0991
Howard Godwin	434 Fernleaf Avenue Sebring, FL 33870
Norman Gulkis	2522 Pretty Bayou Island Panama City, FL 32405
Willie C. Holden	401 South Pine Street Lake Placid, FL 33852
Jeffrey G. Mechlin	Post Office Box 1028 Avon Park, FL 33826-1029
David B. Mitchell	111 North Calvert Street Courthouse East, Room 201 Baltimore, MD 21202
William R. Myers	1364 Alegriano Avenue Coral Gables, FL 33146
Frank A. Orlando	Shepard Broad Law Center 3305 College Avenue Ft. Lauderdale, FL 33314
Guy Revell	221 Revell Road Crawfordville, FL 32327
Robert S. Weaver	5915 Benjamin Center Drive Tampa, FL 33634

## **ARTICLE VI - EXECUTIVE COMMITTEE**

The Board may have an Executive Committee which, if established, shall consist of the Chairman of the Board, and not less than two additional persons 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.

## **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 Executive Director, by virtue of his position, shall also serve as Secretary-Treasurer.

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 Bylaws shall control the election of officers, their terms of office, the persons who may serve in an office, and their duties and responsibilities.

The officer who will serve until additional officers or his successor is elected is:

<u>NAME</u>	<u>POSITION</u>	<u>ADDRESS</u>
William E. Gladstone	Chairman	326 Palm Trail Delray Beach, FL 33483

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

The Articles of Incorporation may be amended or rescinded by approval of the Member.

The Board may propose amendments to these 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.

### **ARTICLE IX - AMENDMENTS TO BYLAWS**

The Bylaws may be amended at any time by the Board, 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 in writing 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 and in writing 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:

122 Ranch Road  
Post Office Box 406  
Venice, FL 33960-0406

#### **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**

227 South Calhoun Street  
Tallahassee, Florida 32301

#### **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 MEMBERS' CONSENT**

The Member Board may not take any of the following actions without obtaining the Member's prior consent:

- 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.

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 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

June 15, 2000, and by Associated Marine Institutes, Inc.

**FLORIDA ENVIRONMENTAL INSTITUTE, INC.**

By:

W. E. Gladstone

William E. Gladstone  
As Chairman