

TRANSMITTAL LETTER

N00000000 1619

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: The Institute of Marine Archaeological Conservation, Inc.  
(Proposed corporate name - must include suffix)

600003167856--2  
-03/14/00--01003--009  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Lewis & White, L.C.  
Name (Printed or typed)

P.O. Box 1050  
Address

Tallahassee, FL 32302  
City, State & Zip

850-425-5000  
Daytime Telephone number

RECEIVED  
00 MAR 13 PM 3:43  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL 32314

APPROVED  
AND  
FILED  
00 MAR 13 PM 3:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Will wait

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION**  
**OF**  
**THE INSTITUTE OF MARINE ARCHAEOLOGICAL**  
**CONSERVATION, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 MAR 13 PM 3:52

APPROVED  
AND  
FILED

THE UNDERSIGNED hereby form The Institute of Marine Archaeological Conservation, Inc., a Florida not-for profit corporation, and adopt the following Articles to be filed with the Florida Department of State.

**ARTICLE I**

**NAME AND LOCATION OF PRINCIPAL OFFICE**

Section 1. Name. The name of this corporation shall be The Institute of Marine Archaeological Conservation, Inc. It will be referred to herein as the Corporation.

Section 2. Location of Principal Office. The Location of the principal office of the Corporation shall be at 200 Greene Street, City of Key West, County of Monroe, State of Florida, or such other location as may be from time to time designated by the Board of Directors.

**ARTICLE II**

**DURATION AND PURPOSES**

Section 1. Duration. The life of this corporation shall be perpetual.

Section 2. Purposes. This Corporation is organized exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue laws), including all purposes permitted by the laws of Florida for not-for-profit Corporations not in conflict with Section 501 (c)(3) and shall specifically include, but not be limited to, the following:

- a. To enhance the quality and quantity of the environment of the ocean waters and native ecosystems in and around the Florida Keys;
- b. To develop and implement selected services and educational and scientific programs including the presentation of communications events, the provisioning and dissemination of information, and the provisioning of educational and funding opportunities for commercial salvage commitment to historic shipwreck recoveries throughout the world;
- c. To advocate commercial incentives for shipwreck exploration and to support an incentive regime that includes application of the maritime law of salvage and finds by admiralty courts of competent jurisdiction;
- d. To promote the protection and restoration of cultural resources in the Florida Keys by promoting the equal and just application of Federal, State, and Local laws pertaining thereto;
- e. To create and develop new high quality ecosystems based upon natural and/or artificial reefs which would include and utilize soft and hard corals, sponges and other natural plants to serve as a foundation for the development of natural fisheries; manmade objects such as ships and/or boats that conform to environmental standards may also be used as artificial reefs for the promotion of increased biodiversity;
- f. To advocate sound conservation principles in the preservation of the world's cultural heritage and encourage those in academic vocations to participate in the dissemination of those commercial recoveries so that the historical and archaeological information extracted from these artifacts be added to the world body of knowledge;
- g. To promote the highest ideals of the private sector in displaying and marketing these antiquities to the public by returning them to the stream of commerce through the free enterprise system;
- h. To unite all those who have an interest in the cultural resource for the benefit and protection of that resource through public participation;
- i. To continue to promote the ethical standards by which all shipwreck remains and their cargoes can be shared by the constituencies who have an interest in

their disposition, as long as the multiple use of those resources be maintained according to those standards;

- j. To seek, develop and demonstrate practical ways to insure an equitably balanced use of the nation's land and ocean cultural resources which promote optimum multiple use by its citizens within a biologically healthy environment and to disseminate information relative to all of the above; and
1. To do all and everything, including the making and carrying out of contracts and deeds necessary and suitable and proper for the accomplishment of these purposes of the furtherance of said purposes herein set forth and as may otherwise be authorized by the laws of the State of Florida, and to do every other act or acts, thing or things, incidental and pertaining to or growing out of or connected with the aforementioned purposes or any part or parts thereof.

### **ARTICLE III**

#### **POWERS**

**Section 1. Non-Inurement.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons; provided, however, that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and reimburse reasonable, documented expenses, including specifically reasonable compensation and reimbursement of costs for attendance at directors meetings by its directors, officers, corporate counsel or other public or private persons whose attendance is requested by the board; and , to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

**Section 2. Non-Intervention in Political Activities.** This Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office or in connection with any attempt to influence the general public or segments thereof with respect to legislative matters, elections or referendums. Notwithstanding this provision, members of the Corporation may participate in activities to provide information to representatives of the executive and legislative branches of the government of the State of Florida and the United States and similar international bodies, including the United Nations,

in connection with existing statutes, proposed legislation, rule, resolution or other official or unofficial action impacting or potentially impacting the Corporation or its ability to effectively pursue its charitable and public purposes; and, in addition to corporate counsel who shall be so designated, may designate one or more of its directors or officers as representatives before state, local or federal agencies or legislatures, as provided in Section 112.3215, Florida Statutes, or corresponding local or federal laws.

**Section 3. Non-Involvement in Member Affairs.** This Corporation shall not have as an objective, purpose or function, nor shall it have the power to engage in any activity respecting its members' individual sales and marketing functions, or independent decisions with respect thereto, nor to effect any type or cooperation by, between or among, this Corporation and its members which may violate antitrust laws, or effect, or attempt to influence any member in any such cooperative activity. All activity in violation of this provision is expressly prohibited and shall not be binding on the members of this Corporation.

**Section 4. Restrictions on Powers.** 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 provision of any future United States Internal Revenue law) or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the Corresponding provision of any future United States Internal Revenue law).

## **ARTICLE IV**

### **MEMBERSHIP**

**Section 1. Nature of Membership.** There shall be two classes of members: Active and Sustaining.

**Section 2. Active Members.** Active members shall be the only voting members and shall be the members of the Board of Directors of the Corporation as from time to time elected pursuant to the by-laws of the Corporation. The initial active members shall be as set forth in Article V, below.

**Section 3. Sustaining Members.** Sustaining members shall mean any person or entity that makes a contribution to the Corporation as set forth in the by-laws of the Corporation. Sustaining members shall not be entitled to vote on any matter affecting the Corporation but shall otherwise be afforded all rights and privileges as set forth in the by-laws of the Corporation and may hold corporate office other than Board of Director offices and may act as professional advisors to the Corporation.

**ARTICLE V**  
**BOARD OF DIRECTORS**

The lawful authority and powers of this Corporation shall be exercised by, and its business shall be conducted and carried on by, or be authorized to be conducted and carried on by, a Board of not less than three (3) nor more than fifteen (15) Directors. The officers of the Corporation shall consist of a President, one or more Vice Presidents, a Secretary, and a Treasurer. The Board shall have the authority to appoint an Executive Committee, all of the members of which shall be members of the Board and/or officers, and to delegate any of its powers to the Executive Committee which shall exercise said powers subject to the supervision of the full Board. Only members of the Board shall have voting rights. The members of the board shall be elected in accordance with the by-laws of the Corporation. The names and addresses of the members of the Board who shall serve until the first election are as follows:

Patrick J. Clyne  
200 Greene Street  
Key West, FL 33040

Taffi Fisher Abt  
1322 U.S. Hwy. 1  
Sebastian, FL 32958

A. Eugene Lewis  
216 W. College Ave.  
Suite 201  
Tallahassee, FL 32301

Jim Sinclair  
9881 E. Bay Harbor Drive  
Apt. 3-E  
Bay Harbor Island, FL 33154

**ARTICLE VI**  
**EXECUTIVE DIRECTOR, CORPORATE OFFICERS**  
**AND PROFESSIONAL SERVICES**

The Board of Directors shall have the authority to employ an Executive Director and one or more officers and employees and to manage the affairs of the Corporation subject to the supervision of the Board. The Board of Directors shall engage such professional services as it deems necessary and proper, and may engage a member or non-member individual or firm as general counsel to the Corporation and a member or non-member individual or firm as a certified or chartered public accountant to the Corporation. Such Executive Director and other officers and employees shall be compensated as provided for by resolution of the Board of Directors.

**ARTICLE VII**  
**VACANCIES**

Vacancies occurring on the Board of Directors or corporate offices shall be filled in such manner and at such time and under such conditions as may be set out in the by-laws of the Corporation.

**ARTICLE VIII**  
**BY-LAWS**

The by-laws of this Corporation shall be made, altered, amended or rescinded only by two-thirds of the members of the Board of Directors present and voting at a regularly called meeting, or at any other meeting of said Board members called for the purpose; provided, however, that in case a meeting is called for this purpose, it shall be called strictly in accordance with the existing by-laws of the Corporation. The by-laws shall include a provision permitting this or any other meeting of the Board of Directors or the Executive Committee thereof may be held by means of telephone conference call, or any other electronic medium where all Board members have the opportunity to hear the proceedings and be heard as provided by Florida law.

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**ARTICLE IX**  
**DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation by distributing the assets to some other organization or organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 which have similar purpose or purposes to that which is enumerated under Article II herein or to some state, local or federal entity.

**ARTICLE X**  
**CORPORATE COUNSEL AND REGISTERED AGENT**

The Corporation's current corporate counsel and registered office is Lewis & White, L.C., 216 W. College Avenue #201, Tallahassee, Florida 32301; the Registered Agent there is A. Eugene Lewis.

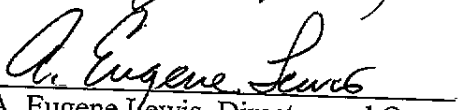


**ARTICLE XI**  
**AMENDMENTS**

These Articles may be amended by two-thirds of the members of the Board of Directors present and voting at any regular or special meeting called pursuant to the by-laws of the Corporation for the purpose of amending the Articles.

IN WITNESS WHEREOF, we have signed our names this 11th day of March, 2000.

  
Patrick J. Clyne, Director and Organizer

  
A. Eugene Lewis, Director and Organizer

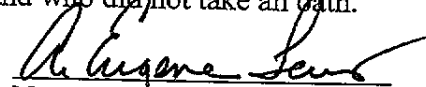
## ACKNOWLEDGEMENT OF ARTICLES OF INCORPORATION

STATE OF FLORIDA

s. s. Key West

COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 11th day of March, 2000, by Patrick J. Clyne who is personally known to me and who did not take an oath.

  
Notary Public (Seal)



A. Eugene Lewis  
MY COMMISSION # CC590147 EXPIRES  
January 5, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA

s. s. Tallahassee

COUNTY OF LEON

The foregoing instrument was acknowledged before me this 11th day of March, 2000, by A. Eugene Lewis who is personally known to me and who did not take an oath.

  
Notary Public (Seal)

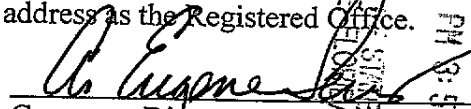


Marlow V. White  
MY COMMISSION CC581656  
Expires Sep. 02, 2000

## RESIDENT AGENT DESIGNATION

IN COMPLIANCE with Section 48.091, Florida Statutes, The Institute of Marine Archaeological Conservation, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 200 Greene Street, Key West, FL 33040, names A. Eugene Lewis, Esq., of Lewis & White, L.C., 216 W. College Ave., #201, Tallahassee, FL 32301, as Registered Agent at said address as the Registered Office.

Executed: March 11, 2000

  
Corporate Director

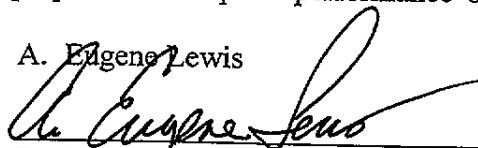
APPROVED  
AND  
FILED

## ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for the above named corporation, at the place designated above, I hereby agree to act in such capacity, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

A. Eugene Lewis

Executed: March 11, 2000

  
Registered Agent