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Florida Department of State
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FLORIDA NON-PROFIT CORPORATION**Florida Aquatic and Marine Institute, Inc.**

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Estimated Charge	\$87.50

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

August 29, 2000

ISLER & SOMBATHY

SUBJECT: FLORIDA AQUATIC AND MARINE INSTITUTE, INC.
REF: W00000021125

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ARTICLE III YOU MUST LIST THE ACTUAL STREET ADDRESS OF THE CORPORATION

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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STATE
TALLAHASSEE
FLORIDA

Articles of Incorporation
of
Florida Nonprofit Corporation

Articles of Incorporation of the undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Florida Aquatic and Marine Institute, Inc., do hereby certify:

ARTICLE I

CORPORATE NAME

The name of this corporation is Florida Aquatic and Marine Institute, Inc.

ARTICLE II

CORPORATE NATURE

This is a nonprofit corporation, organized solely for general, educational, religious, and/or charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III

PLACE OF INCORPORATION

The place in this state where the principal office of the Corporation is to be located is the City of Panama City, Bay, County. 1704 cherry Street, Panama City, Fl 32402

ARTICLE IV

DURATION

The term of existence of the corporation is perpetual.

ARTICLE V

GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

A. For the advancement of religion, charity, education and any other related of corresponding charitable purposes by the distribution of its funds for such purposes.

B. (Describe specific purpose of corporation)

C. To operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions of organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operation foundations. The four primary functions shall be:

1. Marine habitat development and research;
2. Fisheries research;
3. Environmental education for young people;
4. Community development; and
5. Other projects as determined by the Board.

ARTICLE VI

MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than four (4) persons. The number of Directors of the corporation shall be four (4), provided however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at 1704 Cherry Street, Panama City, Florida on September 3, 2000 of each year at 5:00 p.m., or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state

H 00000045197 1

that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

Name	Address
Danny Grizzard	P. O. Box 2116 Panama City, Florida 32402
Linda Grizzard	P. O. Box 2116 Panama City, Florida 32402
John Watson	5131 N. Drive Moss Point, MS 39563
Jonathan David Redmond	1516 Chandlee Street Panama City, Fl 32405

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Secretary, and Treasurer, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

Name	Address
President: Danny Grizzard	P. O. Box 2116 Panama City, Florida 32402
Vice President: John Watson	5131 N. Drive Moss Point, MS 39563
Secretary: Linda Grizzard	P. O. Box 2116 Panama City, Fl 32402

H00000045197 1

ARTICLE VII

EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 payments and distributions in furtherance of the purposes set forth in Article Fifth hereof.

B. 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.

C. 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 1954 (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).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VIII

DISTRIBUTION OF ASSETS

Upon 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 exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. 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

H00000045197 1

H00000045197 1

located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX

MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the bylaws for this corporation.

ARTICLE X

SUBSCRIBERS

The names and residence addresses of the Subscribers of this corporation are as follows: (a minimum of one (1) only is required)

Name	Address
Danny Grizzard	P. O. Box 2116 Panama City, Florida 32402

ARTICLE XI

AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

ARTICLE XII

DEDICATION OF ASSETS

The property of this corporation is irrevocable dedicated to religious, educational, charitable and scientific purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

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ARTICLE XIII

REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be at 1704 Cherry St., Panama City, Florida 32402 and the name of its registered agent at said address shall be Danny Grizzard.

ARTICLE XIV

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

We, the undersigned, being the Subscribers and Incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 28th day of August, 2000.

ARTICLE XV

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 the corresponding section of any future federal tax code, or shall be distributed to the federal government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of 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.

WITNESSED BY:

D Anderson

Amy K. [Signature]

[Signature]
Subscriber

[Signature]
Subscriber

[Signature]
Subscriber

[Signature]
Subscriber

H00000045197 1

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN
I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT
IN THIS CAPACITY.

(Subscribers)

[Signature]
Registered Agent

STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME, the undersigned authority, personally appeared and
Danny Grizzard, to me known to be the persons who executed the
foregoing Articles of Incorporation and they acknowledged to and
before me that they executed such instrument.

28th IN WITNESS WHEREOF, I have hereunto set my hand and seal this
day of August, 2000.

Lori A. Wetzel
Notary Public - State of Florida
My Commission Expires Oct. 3, 2003
Commission No. CC 878138

[Signature]
Notary Public
My Commission Expires:

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TALLAHASSEE, FLORIDA