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TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Marine Industries Association of Northeast Florida, Inc.

**DOCUMENT NUMBER:** N02000007720

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

Please return all correspondence concerning this matter to the following:

Pam Lenzion

(Name of Contact Person)

Marine Industries Association of Northeast Florida, Inc.

(Firm/ Company)

114 Dory Rd.

(Address)

St. Augustine, FL 32086

(City/ State and Zip Code)

For further information concerning this matter, please call:

Pam Lenzion

(Name of Contact Person)

at ( 904 ) 797-9884

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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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

**Articles of Amendment  
to  
Articles of Incorporation  
of**

Marine Industries Association of Northeast Florida, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N02000007720

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this ***Florida Not For Profit Corporation*** adopts the following amendment(s) to its Articles of Incorporation:

**NEW CORPORATE NAME (if changing):**

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

**AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE)** Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Article II - Principle Office Address Change: PMB #393, 3501-B North Ponce DeLeon Blvd., St. Augustine FL 32084

Article III- Purpose amended to read: The purpose of this organization shall be to promote boating and the safe use and enjoyment of healthy waterways in Northeast Florida, to convey reliable information about the marine industry and related issues to its membership and the general public, to support the interests of those involved in the marine trades and associated industries, and to raise funds to support programs conducted by non-profit charitable, educational, and scientific organizations, that support the purpose of the Marine Industry Association of Northeast Florida

Article IV - Manner of Election Of Directors, Section 1. amended to read: The President shall appoint with approval of the Board of Directors a nominating committee that shall consist of at least three (3) members. The committee shall solicit names as it deems necessary to achieve the proper balance of qualifications. The committee shall nominate the same number of persons to equal the number of available board positions to be filled. Nominations shall be announced to the membership not less than one (1) month prior to the annual meeting. Thirty days shall be allowed for additional nominations from the membership. Any additional members nominated by petition shall be placed on a ballot along with the nominees proposed by the nominating committee.

(Attach additional pages if necessary)  
(continued)

Article IV – Manner Of Election of Directors, Section 3 (A) Term Limits Directors amended to read: Directors may serve three (3) consecutive elected three year terms. Completion of a vacated term by appointment shall only be for the remaining time of the vacated term and will not be considered an elected term. After consecutive elected terms a director will not be eligible for election for a full year.

Article IV – Manner of Election of Directors, Section 3 (B) Term Limits Officers amended to read: Officers may serve three (3) consecutive one-year terms. If an officer is selected to complete a vacated term, the balance of that one-year term will not be counted as one of the three consecutive terms. After three consecutive terms and officer cannot hold the same office until a one-year term has passed.

## **ADDENDUM A: Conflict Of Interest Policy**

**Section 1. Purpose.** The purpose of the conflict of interest policy is to protect the Marine Industry of Northeast Florida's (MIANEF) tax-exempt interest when it is contemplating entering into a transaction or arrangement that might benefit the private interests of an officer or director of the MIANEF or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest.

### **Section 2. Definitions.**

#### **(A) Interested person**

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

#### **(B) Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the MIANEF has a transaction or arrangement
2. A compensation arrangement with the MIANEF or with any entity or individual with which the MIANEF has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with which the MIANEF is negotiating a transaction or arrangement.

*Compensation* includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A *financial interest* is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **Section 3. Procedures**

#### **(A) Duty to Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all

material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

**(B) Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of conflict of interest is discussed and voted upon. The remaining board or committee members will decide if a conflict of interest exists.

**(C) Procedures for Addressing the Conflict of Interest**

1. An interested meeting may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The chair person of the governing body or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposal transaction or arrangement.
3. After exercising due diligence, the governing board or committee shall determine whether the MIANEF can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonable possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote or the disinterested directors whether the transaction or arrangement is in the MIANEF's best interest, for its own benefit, and whether it is fair and reasonable, in conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

**(D) Violations of the Conflicts of Interest Policy**

1. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose,
2. If, after hearing the members response and after further investigation as warranted by the circumstances, the governing board or committee determines that member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

**Section 4. Records of Proceedings** The minutes of the governing board and all committees with board powers shall contain:

1. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committees decision as to whether a conflict of interest in fact existed.
2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

## **Section 5. Compensation**

1. A voting member of the governing board who receives compensation, directly or indirectly, from the MIANEF for services is precluded from voting on matters pertaining to that member's compensation.
2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the MIANEF for services is precluded from voting on matters pertaining to that member's compensation.
3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the MIANEF, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

## **Section 6. Annual Statements**

Each director, principal officer and members of a committee with governing delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy.
2. Has read and understands the policy.
3. Has agreed to comply with the policy, and
4. Understands the MIANEF is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

## **Section 7. Periodic Reviews**

To insure the MIANEF operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax exempt status, periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the MIANEF's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inappropriate, impermissible private benefit, or in an excess benefit transaction

## **Section 8. Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the MIANEF may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted

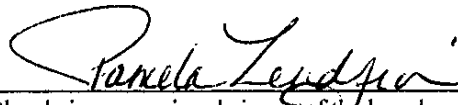
The date of adoption of the amendment(s) was: September 12, 2006

Effective date if applicable: October 11, 2006  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☒ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

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.)

Pamela Lendzion

(Typed or printed name of person signing)

President

(Title of person signing)

**FILING FEE: \$35**