

N040000001637

(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:

Doron Zilbershtein gave
Authorization to remove
all reference pertaining
to By-laws from Doc,
7/30 JB

Office Use Only



700039116027

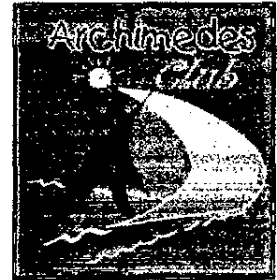
07/23/04--01011--002 **43.75

FILED
04 JUL 30 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

JB
7/29

Archimedes Club, Inc.
2543 Lincoln Ave Coconut Grove FL 33133
Tel: 305 860 1111 - Fax: 305 860 0066 -
E-mail: doron@archimedesclub.com



July 20, 2004

Division of Corporation
P.O. Box 6327 Tallahassee FL 32314
Ref: Corporate Filing - 300029004363
Ref: Document number N04000001637

Re: Archimedes Club - Articles of Amendments to Article of Incorporation


Dear Madam/Sir,

Included in this package please find the Articles of Amendments to Article of Incorporation of ARCHIMEDES CLUB, INC.

Attached also please find a check for the sum of \$43.75 as payment for \$35 filing fee plus \$8.75 for a certified copy.

We hope you find this package complete and please do not hesitate to contact if you need further information.

Sincerely,


Doron Zilbershtein
Chairman
On behalf of the Archimedes Club

Enclosed:

1. Article of Articles of Amendment to Article of Incorporation.
2. Check # 1002

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

FILED
04 JUL 30 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARCHIMEDES CLUB, INC.
(present name)

NO4000001637
(Document Number of Corporation (If known))

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER (S) BEING AMENDED, ADDED OR DELETED.)

SEE ATTACHED.

SECOND: The date of adoption of the amendment(s) was: JUNE 7, 2004

THIRD: Adoption of Amendment (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.

Grace Lucia Kelly
Signature of Chairman, Vice Chairman, President or other officer

GRACE KELLY

Typed or printed name

PRESIDENT

Title

JUNE 7, 2004

Date

Article of Amendment to
Article of Incorporation of ARCHIMEDES CLUB, INC.
A Florida Not for profit organization

Pursuant to provisions of Section 617.1001 et seq., Florida statutes the corporation adopts the following articles of amendment to its articles of incorporation of ARCHIMEDES CLUB, INC. document # N04000001637, A Florida not for profit Corporation, by unanimous consent of the Board of Directors of the Corporation.

BY-LAWS

ARCHIMEDES CLUB, INC.

Approved by the Board of Directors on June 7, 2004

1. TABLE OF CONTENT created to read as follows:

TABLE OF CONTENTS

ARTICLE I-NAME, PLACE, REGISTERED AGENT AND INCORPORATOR
ARTICLE II-VISION, MISSION STATEMENT & PURPOSE
ARTICLE III-JURISDICTION & POWER
ARTICLE IV-MEMBERSHIP
ARTICLE V-OFFICERS
ARTICLE VI-DUTIES OF OFFICERS
ARTICLE VII-BOARD OF DIRECTORS
ARTICLE VIII-COUNCIL OF TRUSTEES
ARTICLE IX-BENEFICIARY AGENCIES
ARTICLE X- DISSOLUTION
ARTICLE XI-RESERVE FUND
ARTICLE XII-AMENDMENT OF *Articles of Incorporation*

2. ARTICLE I is hereby amended to read as follows:

ARTICLE I

ARTICLE I-NAME, PLACE, REGISTERED AGENT AND INCORPORATOR

SECTION 1- NAME: The name or title by which this corporation is to be known as: Archimedes Club, Inc. (hereinafter referred to as "Archimedes Club"). Archimedes Club stands for building and developing youth character traits through nautical activities.

SECTION 2 - PLACE: The principal place of business address: 2543 Lincoln Ave Coconut grove FL US 33133

The mailing address of the corporation is: 2543 Lincoln Ave Coconut grove FL US 33133

SECTION 3 – REGISTERED AGENT: The name and Florida street address of the registered agent is:

BRANT HADAWAY
80 SW EIGHT STREET
SUITE 2700
MIAMI FL 33130

Registered agent Signature: BRANT HADAWAY

SECTION 4 – INCORPORATOR – The name and address of the incorporator is:

DORON ZILBERSHTEIN
2543 LINCOLN AVE
COONUT GROVE FL 33133

Incorporator Signature: DORON ZILBERSHTEIN

3. ARTICLE II is hereby amended to read as follows:

ARTICLE II

VISION MISSION STATEMENT & PURPOSE

SECTION 1: The vision of the Archimedes Club is to enable each child to become a champion contributor to the community within their circle of influence- in the home, school and community- by building and developing healthy character traits through passion for the marine environment and maritime-related professions.

Archimedes Club Inc., is a non-profit organization dedicated to recognizing, enhancing, teaching and sustaining positive qualities in the youth by creating an environment for excellence through the use of Sailing and Boating sports as a positive educational tool.

We believe that within these sports lie valuable lessons and potentially powerful learning opportunities, and by showing children how to tap into these opportunities, they will develop strong character values in harmony with good academic achievement and they will grow to become the backbone of our community.

This educational initiative also fosters greater understanding and cooperation among youngsters by helping each child reach his/her optimal potential, not only as an individual, but also as part of a team or a community.

Of no less importance is the desire to develop a foundation for a long-term program that would address the declining interest among high school students in engineering disciplines as a potential career, with the objectives of promoting Naval Architecture, Marine, Naval, Ocean and Offshore Engineering.

SECTION 2: The purpose for which Archimedes Club is formed shall be:

A. To further the development of healthy positive youth character traits among children, initially in the tri-county community, by planning for the philanthropic, social, cultural and educational advancement of these communities, and fostering cooperation among various maritime organizations directed towards that end; In addition the purpose for which the corporation is organized are to be exclusively charitable and educational 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 law.

B. To solicit, collect and otherwise raise money for philanthropic, social, cultural, educational and maritime studies purposes;

C. To contribute, disburse and distribute same, or income thereof, for such purposes, either directly or by contributions to other organizations, agencies or institutions organized for same or similar purposes, or other worthwhile charitable organizations whose purposes are not antithetical to those of Archimedes Club, and to which a direct contribution would be tax-exempt under the then existing Internal Revenue laws and regulations;

D. To receive and hold by purpose, gift, bequest or otherwise, real or personal property, and to distribute it as may be deemed necessary for the promotion of the purposes of Archimedes Club;

E. To support the profession of Naval Architecture, Ocean Engineering, Marine Engineering Offshore Engineering, Naval Engineering and its prosperity and growth;

F. To foster and promote cooperation and understanding between the maritime

industry and the youth communities in North America.

4. ARTICLE III is hereby amended to read as follows:

**ARTICLE III
JURISDICTION & POWER**

The purposes of Archimedes Club and the activities to further same, as set forth in Article II hereof, shall be exercised within the following described geographical area: the County of West Palm Beach, the County of Broward and the County of Dade, inclusive of all its borders within the State of Florida, and in the future, any other county or state that it deems fit. The principal office of Archimedes Club shall be contained within such geographical area.

The Corporate powers of this corporation are as provided in the Florida Not For Profit Corporation Act. Notwithstanding the same and any other provision in 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 of 1986 or the corresponding provisions of any future United States Internal Revenue law.

5. ARTICLE IV is hereby amended to read as follows:

**ARTICLE IV
MEMBERSHIP**

The Archimedes Club is an education-based organization consisting only of its core employees and volunteers.

6. ARTICLE V is hereby amended to read as follows:

**ARTICLE V
OFFICERS**

SECTION 1.

A. The Officers of Archimedes Club shall be:

- The President
- The Vice President
- Treasurer
- Chief Operating Officer
- Secretary

B. All Officers shall be elected by the newly elected Board of Directors at a meeting to be called by the current President and to be held in accordance with guidelines

expressed in this By Laws.

C. The chairman, and the officers of the corporation shall act as the executive committee of the organization.

D. Such newly elected Officers shall take office immediately after their election and shall hold office for a term of three (3) years thereafter, or until their successors are duly elected and qualified, with 3 three-year options to renew, not to exceed nine (9) years in total.

E. An Officer may be removed from office by a two-thirds (2/3) vote of Board members present at a meeting for which not less than five(5)days notice is given.

7. ARTICLE VI is hereby amended to read as follows:

ARTICLE VI DUTIES OF OFFICERS

SECTION 1: PRESIDENT

A. The President shall:

1. Preside at all meetings of Archimedes Club, the Board of Directors and the Committees;
2. Establish ad hoc committees and appoint the Chairmen. Members of these committees shall be appointed by the President in consultation with the Chairman. Ad hoc committees shall be presented to the Board at its next scheduled meeting;
3. Appoint, on an annual basis, the committee, which determines the gross campaign revenue;
4. After the projected campaign revenue has been determined, the President shall call into session a Committee that is charged with recommending the distribution of the Campaign revenue. The recommendations of the committee must be approved by the Board of Directors before it is put into effect;

SECTION 2: VICE PRESIDENT

A. The Vice President shall attend all meetings of the Board of Directors and cooperate with the President of Archimedes Club and its committees. In addition, the Vice President shall be obligated to accept responsibilities within Archimedes Club, which may include the chairmanships of committees and/or positions in the Annual Campaign of Archimedes Club, upon the request of the President.

B. In addition, the Vice President shall have the following responsibilities:

1. In the absence of the President, preside at any and all meetings of Archimedes Club, the Board of Directors and the Committees.
2. In the event of death, resignation or removal of the President from office, shall serve as Interim President until the Board of Directors elects a new President. The Committees shall, subject to Board approval, designate one Officer next in line for succession to the Presidency of Archimedes Club;

SECTION 3: SECRETARY

The Secretary shall:

- A. Attend all meetings of Archimedes Club, Board of Directors and the Committees and shall ensure that a record be kept of all transactions at the meetings in the Minute Book belonging to the Corporation;
- B. Ensure that due and proper notice be given of all meetings of Archimedes Club and the Board of Directors and shall perform such other duties as may be required by the Board, and
- C. Be custodian of the Corporate records, the Corporate Seal, and whatever surety bonds be required by the Board of Directors, and prepare the report of all activities that takes place at meetings of the Board.

SECTION 4: TREASURER

The Treasurer shall:

- A. Attend all meetings of Archimedes Club, the Board of Directors and the Executive Committee;
- B. Be responsible for the implementation of appropriate procedures pertaining to the receipt of all monies which shall be deposited in the name of Archimedes Club in such depositories as may be designated by the Board of Directors;
- C. Be responsible for the proper implementation of all procedures pertaining to the payment of all bills;
- D. Review the expenditures of Archimedes Club for compliance with the budgets, as approved by the Board of Directors;
- E. Report on the financial status of Archimedes Club to the Committees and the Board of Directors as often as the Board deems necessary, but no less often than quarterly, and
- F. Assure that the books of the Corporation at all times be open to the inspection of

the Board of Directors or its designees.

8. ARTICLE VII is hereby amended to read as follows:

**ARTICLE VII
BOARD OF DIRECTORS**

SECTION 1:

- A. The Board of Directors shall be composed of no more than twenty-one (21) elected and appointed members.
- B. In the event of the death, resignation or removal of any of the elected Directors, the President shall, in consultation with the Vice President, appoint a successor to fulfill the remainder of the term.
- C. All Directors, other than those duly elected at the Annual Meeting shall serve only for the period during which they hold the positions designated in sub-paragraphs 2-6 of Section 1.
- D. All directors are volunteers, without compensation.

SECTION 2:

- A. An elected Board member shall serve for a two-year term and serve no more than three (3) consecutive two-year terms.
- B. An Officer's Board term shall be tolled while serving as an Officer of Archimedes Club.
- C. Board members shall be elected in November and shall take their positions on the Board as of January 1st.

SECTION 3:

- A. The Board of Directors shall:
 - 1. Convene regularly, but not less often than quarterly, on a day and time specified by the President, to conduct the business of Archimedes Club;
 - 2. Be responsible for the approval of the budget of Archimedes Club;
 - 3. Be responsible for allocating funds to the beneficiaries of Archimedes Club;
 - 4. Set policy necessary for the operation of Archimedes Club.

B. Meetings of the Board of Directors of Archimedes Club may be called by the President at any time or by the Directors upon five (5) days notice to the remaining members of the Board.

C. Each Director shall be required to:

1. Maintain an active profile in the organization including, but not limited to, attendance at Board meetings and

2. Participate in the development of all aspects of Financial Resources to enable Archimedes Club to fulfill its mission.

D. A Director may be removed by a two-thirds (2/3) vote of the Board of Directors present at a meeting for which prior notice of five (5) days is given.

E. In the event of vacancy in the office of a Vice President, Secretary, Treasurer and Nominating Chair, the Board of Directors shall by majority vote elect a successor to fulfill said office for the remainder of the term.

SECTION 5: The Board of Directors may establish, from time to time, such ad hoc committees, as it may deem necessary to assist it in performing its functions.

SECTION 6: All Committees of Archimedes Club as established by these By-Laws shall report as required, from time to time, to the Board of Directors. All actions of these committees, including their By-Laws, shall be subject to review and approval of the Board.

SECTION 7:

A. A Quorum of the Board of Directors of Archimedes Club shall be 50% plus one of the members.

B. In the event that a Quorum not be present at any duly called meeting of the Board of Directors, then those Members present at such meeting shall adjourn the meeting until such time that a Quorum be present. It shall not be necessary to give additional notice of any adjourned meeting.

9. ARTICLE VIII created to read as follows:

ARTICLE VIII COUNCIL OF TRUSTEES

SECTION 1: The Council of Trustees consists of individuals who are recognized for their strong support of the Archimedes Club vision, mission and its principles. Individuals meeting this criteria may be nominated by anyone but appointed by the

Board of Directors.

SECTION 2: Notwithstanding the issues that the council has the right to dictate to the Board of Directors, the Council of Trustees shall serve in an advisory capacity to the Board of Directors. This Council shall:

- A. Continually be apprised of Archimedes Club's activities, programs and initiatives;
- B. Offer ideas and suggestions to the Board of Directors;
- C. Be a source of collective wisdom, advice and support for Archimedes Club;
- D. Be the deciding body for any salaried personnel; and
- E. Be the deciding body to approve any new members of the Council.

SECTION 3: Decisions made by the Council of Trustees shall be made by a 75% vote of its members.

SECTION 4: Trustees shall be elected for life;

- A. The Chairman of this Council shall be so designated by the Chairman of the Board of Archimedes Club and shall serve as Chairman of the Council during the Chairman of the Board's term at his/her pleasure.
- B. The Council of Trustees may present its recommendations for alliances to the Board of Directors.
- C. The Council of Trustees may act also as members of the board or as officers.
- D. The initial council of trustees is Hon. Judge Hiram Torre-Rigual, Mrs. Judith Zilbershtein and Mrs. Christine Detrick and Mr. Aaron Efron.
- E- The initial Chairwoman is Mrs. Christine Detrick.

10. ARTICLE IX created to read as follows:

ARTICLE IX- BENEFICIARY AGENCIES

Section 1: Any organization desiring to receive financial support from Archimedes Club must submit to the Board of Directors on request such information as the Board may, from time to time, require.

11. ARTICLE X created to read as follows:

ARTICLE X - DISSOLUTION

The corporation shall exist perpetually unless articles of Dissolution are filed pursuant to a vote of the Board of Directors of the corporation. Upon the dissolution of the corporation, assets shall be distributed for one or more exempted purposes

within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code, or shall be distributed to the federal 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 of the county in which the principal office of the corporation is then located exclusively for such purpose.

12. ARTICLE XI created to read as follows:

**ARTICLE XI -
RESERVE FUND**

SECTION 1: A Reserve Fund shall be established and funded annually.

SECTION 2: The amount added to the Reserve Fund each year shall not be less than 1% of the General Campaign.

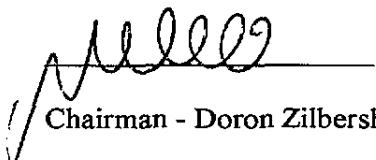
SECTION 3: Disbursements from the Reserve Fund shall be made only upon a recommendation of the Executive Committee and ratification by a two-thirds (2/3) vote of the membership of the Board of Directors present at a duly constituted meeting of which notice of intention to make such disbursement has been given at least fourteen (14) days prior to such meeting.


13. ARTICLE XII created to read as follows:

**ARTICLE XII
AMENDMENT OF BY-LAWS**

SECTION 1: These ~~By-Laws~~ ^{Articles} may be revised, amended or replaced by a two-thirds (2/3) vote of the members of the Board of Directors present at a duly constituted meeting of which notice containing the proposed changes has been given in writing at least fourteen (14) days prior to such meeting.

In witness whereof, the undersigned chairman of the Board and the President of the Corporation have executed these articles of amendment on this 7 day of June 2004


Chairman - Doron Zilbershtein


President - Grace Kelly