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**FLORIDA NON-PROFIT CORPORATION**  
**WINGS for Life - South Florida, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
WINGS FOR LIFE - SOUTH FLORIDA, INC.**

The undersigned incorporator hereby files these Articles of Incorporation of WINGS For Life - South Florida, Inc., with the Florida Department of State. These Articles shall be effective upon the filing of these Articles with the Florida Department of State. The Corporation shall be a Florida Not-for-Profit Corporation under the laws of the State of Florida, Chapter 617.

**ARTICLE I - NAME**

The name of this Corporation shall be WINGS For Life - South Florida, Inc.

**ARTICLE II - DURATION**

This Corporation shall exist perpetually.

**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,

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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

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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 initially which shall be AMI. The member(s) 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

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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. General.** 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 (2) other persons elected by the Board and confirmed by the Member in accordance with Section 5.3 below. 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. The Board may fill vacancies on the Board provided that the Member shall have the right to fill any vacancies, subject to confirmation by the Member, at any special meeting called for that purpose prior to such action by the Board. The Directors shall take office when confirmed by the Member. The Executive Director shall be a non-voting member of the Board.

**Section 5.2. Election of Directors.** The Trustees shall be elected by the Board at the annual meeting or at any special meeting of the Board. At least thirty (30) days prior to the election, the Nominating Committee shall submit a slate of one nominee for each Trustee position to be elected. The Board may also accept: (a) nominations from the Member at or in advance of the election, and (b) nominations from the floor by a Director. 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.

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**Section 5.3. Confirmation by Member.** 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. Voting.** 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.

#### **ARTICLE VI - COMMITTEES**

**Section 6.1 Executive Committee.** The Board of Trustees shall have an Executive Committee which shall consist of the Chairman of the Board and at least two (2) Board members who shall be elected by the Board and 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.

**Section 6.2 Other Committees.** The Board shall designate a Nominating Committee and may designate other committees as provided in the Bylaws or by resolution. Each committee must have two (2) or more members to serve at the pleasure of the Board. Each such committee shall exercise those powers designated in the Bylaws or in the resolution forming the committee.

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**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 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 election of officers; their terms of office; the persons who may serve in an office; and their duties and responsibilities shall be controlled by the Bylaws.

**ARTICLE VIII - AMENDMENTS TO ARTICLES OF INCORPORATION**

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

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

The Bylaws may be amended at any time by the Board of Trustees, 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 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 that has not been approved in advance 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 11000 SW 220<sup>th</sup> Street, Miami, Florida 33170.

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**ARTICLE XI - REGISTERED AGENT AND OFFICE**

The name and street address of the registered agent and office of the Corporation are:

<b><u>Name</u></b>	<b><u>Address</u></b>
David Hull	Smith, Hulsey and Busey 225 Water Street, Ste. 1800 Jacksonville, FL 32202

**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 Corporation may not take the following action without the advance written consent of the Member:

- 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).

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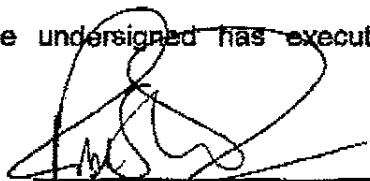
D. the sale of all or substantially all of the assets of the Corporation or merger or acquisition of any other entity.

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, the undersigned has executed these Articles of Incorporation February 24, 2004.



Name: Robert Weaver  
As Its: Chairman

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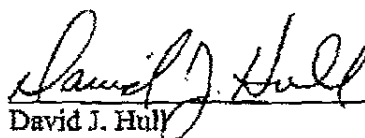
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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 617.0501, Florida Statutes, Wings for Life - South Florida, Inc., organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Wings for Life - South Florida, Inc.
2. The name and address of the registered agent and office are David J. Hull, Smith Hulsey and Busey, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
David J. Hull

Date: April 27, 2004

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