

N05000004805

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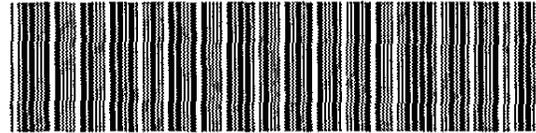
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Amend

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Gulf Coast Preservation Society, Inc.

DOCUMENT NUMBER: N05000004805

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

Please return all correspondence concerning this matter to the following:

Melissa Vanderbilt

(Name of Contact Person)

Gulf Coast Preservation Society, Inc.

(Firm/ Company)

2686 Canoe Lane

(Address)

North Port, FL 34286

(City/ State and Zip Code)

For further information concerning this matter, please call:

Lawrence Bestor

(Name of Contact Person)

at (407) 692-1914

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed) |
|--|--|--|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

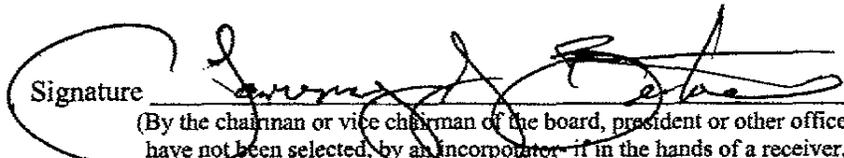
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

The date of adoption of the amendment(s) was: May 20, 2007

Effective date if applicable: _____
(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.)

Lawrence Bestor
(Typed or printed name of person signing)

President
(Title of person signing)

FILING FEE: \$35

AMENDED ARTICLES OF THE GULF COAST PRESERVATION SOCIETY INC.

Adopted as amended by its Board of Directors on May 20, 2007

Article I. Name. The name of the society is the Gulf Coast Preservation Society Inc.

Article II. Purposes. The purposes for which this organization is organized are exclusively religious, charitable, scientific, literary, or educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law. Notwithstanding any other provisions of these articles, this organization 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 provision of any future United States Internal Revenue law. Specifically, the objectives of the Gulf Coast Preservation Society (GCPS) are to:

1. Educate the general public about environmental issues facing the Gulf of Mexico and promote the educational, scientific and managerial advancement of marine habitat;
2. gather and disseminate information to members of the Society, the public and public and private institutions, scientific, technical and management information through films, the internet, television programs, publications, RISING TIDE, and other forms of media;
3. provide scientific information, as required, on matters related to the conservation and management of marine resources.

Article III. Founding. The Gulf Coast Preservation Society was founded and incorporated as a non-profit entity under United States law on May 10, 2005, at Port Charlotte, Florida, U.S.A.

Article IV. Membership. Any person on the planet is qualified for full membership who is interested in maintaining and supporting a healthy marine habitat in the oceans.

Members pay dues, have voting rights, receive the Society's newsletter, may be elected to office and may serve as members of Standing Committees.

Any person who is actively enrolled in a degree-granting program at an institution of higher education qualifies for student membership. Student Members pay dues, have voting rights, receive the Society's newsletter, and may be elected as a Student Member-At-Large of the Board of Directors.

All who are interested in the aims of the Society qualify for associate membership. Associate members may not vote and may not serve as officers or members of standing committees but have all other rights.

An Emeritus member is any member who is retired from his or her professional career, is older than 65, and has been a Full Member of the Society for one or more years. Emeritus members qualify for all privileges of Full membership.

- Any institution may become an Institutional Member. Institutional Members receive one copy of the Society's publications and notices, but may not vote. One representative of that institution may register at Society Fundraising Events at the lower individual member rate.

Corresponding Membership is available to persons qualified for Full Membership. The intent of Corresponding Membership is to improve participation in the Society by professionals and students from economically disadvantaged regions. Corresponding Members have voting rights, may be elected to office, and may serve as members of standing committees. Corresponding Members are not required to pay dues, but still may receive the Society's newsletter. Students approved as Corresponding Members have the same rights and privileges as regular Student Members. Corresponding Membership is open only to members of the media nominated by the Membership Committee or the Board of Directors, and approved by the Board of Directors.

Article V. Officers. Officers include a President, a Fundraising Director, a Secretary, a Treasurer (these latter two positions may be filled by a single person who will serve as Secretary-Treasurer), and two Student Members-At-Large of the Board of Directors. These officers will be nominated at the General Business Meeting and elected by secret ballot circulated to all members as soon thereafter as is feasible. A majority of those casting ballots is required for election.

Article VI. Terms of Office. The President serves a four-year term and may succeed himself or herself.

The Secretary and Treasurer serve four-year terms and may be re-elected for any number of terms.

The Student Members-At-Large shall serve one-year terms and may not directly succeed himself or herself.

The officers will hold office until their successors are elected and qualified.

Article VII. Standing Committees. These consist of a Fundraising Committee, a Scientific Advisory Committee, and a Board of Editors. The chairpersons of these committees will be appointed by the elected officers, serve two-year terms and may be reappointed for any number of terms.

Article VIII. The Board of Directors. The voting members of the Board of Directors consist of the elected officers and the chairpersons of the Standing Committees and are the policy-making body of the Society.

Article IX. Finances. The Society will be supported by donations, grants, annual dues of the Members, and by the proceeds of the sale of media, or such other items it may issue with the approval of the Board of Directors, and from such property or funds as it may acquire. All Directors and elected officers initially serve gratis, but eventually shall receive salaries when funds are sufficient to provide for them. The Society may hire professional staff as needed. The finances of the Society will be audited by an accredited accounting firm at least once every six years.

Article X. Recall. Any officer may be removed from office at any time by a two-thirds majority of the entire membership using a secret mail ballot. Such a recall election can be called by a petition signed by 20 percent of the voting members.

Chairpersons of Standing Committees serve at the pleasure of the Board of Directors.

Article XI. Order of Succession. Vacancies of offices will be filled until the next election by succession in the following order: President-elect, Secretary, Treasurer, Senior Student Member-At-Large, Junior Student Member-At-Large.

An officer who succeeds to the position of President-elect will not succeed to the Presidency but will be replaced by election.

Article XII. Changes in the Articles and Bylaws. The Articles may be modified by a majority vote of the entire membership by secret ballot. The Bylaws may be modified by a majority of the Board members present and voting by secret ballot at any scheduled general meeting of the board.

Article XIII. Dissolution. Upon dissolution of the organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to any non-profit fund, foundation or corporation, which is organized and operated exclusively for charitable, educational or religious and/or scientific purposes and which has established its tax-exempt status under Section 501(C)(3) of the United States Internal Revenue Code of 1986. Any such assets not disposed of shall be disposed by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes.

Article XIV. Tax Exemption. The Society is incorporated as a non-profit organization, with tax-exempt status, based in the state of Florida, USA. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from United States federal income taxes under Section 501(C)(3) of the United States Internal Revenue Code of 1954.



Lawrence Beator, President, Director

Date: May 25, 2007



David Baker, Director

Date: May 25, 2007



Melissa Vanderbilt, Secretary, Director

Date: May 25, 2007