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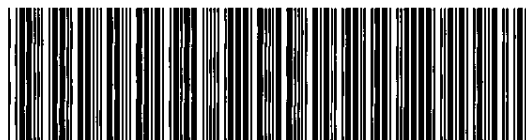
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*Amended &
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Articles*

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*for
1/25/07*



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 726596 1299A

AUTHORIZATION :

COST LIMIT : \$ 43.75

ORDER DATE : January 24, 2007

ORDER TIME : 10:30 AM

ORDER NO. : 726596-005

CUSTOMER NO: 1299A

DOMESTIC AMENDMENT FILING

NAME: COMMUNITY MARITIME PARK
ASSOCIATES, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper -- EXT# 2948

EXAMINER'S INITIALS: _____

FILED

2007 JAN 24 PM 12:11

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
COMMUNITY MARITIME PARK ASSOCIATES, INC.
A FLORIDA CORPORATION NOT FOR PROFIT**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned individual, the duly appointed Chairman of the Board of Trustees of COMMUNITY MARITIME PARK ASSOCIATES, INC. (the "Corporation"), a corporation not for profit under the provisions of Chapter 617, *Florida Statutes*, hereby presents these Amended and Restated Articles of Incorporation. These Amended and Restated Articles of Incorporation were unanimously adopted by the Trustees of the Corporation on the 5th day of January, 2007.

The original Articles of Incorporation, filed with the Florida Secretary of State on July 26, 2005, are hereby amended and restated to read as follows:

ARTICLE I - NAME AND PRINCIPAL OFFICE

The name of the Corporation is Community Maritime Park Associates, Inc., and the principal office and mailing address of the corporation is 125 West Romana Street, Suite 800, Pensacola, Florida 32502.

ARTICLE II - PURPOSES

The Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code"), and in furtherance of such charitable purposes, the Corporation will operate for the benefit of and carry out the public purposes of the City of Pensacola, Florida, and for such exclusively public purposes will undertake the development, improvement and operation of public amenities, public spaces and coordinating private economic development strategies on real property in the City of Pensacola, Escambia County, Florida, generally described in the following manner: Approximately 31 acres, bordered by Pensacola Bay on the south, Main Street on the north, and as extended, Devilliers Street on the west and Spring Street on the east. In carrying out such purposes, the Corporation will coordinate public and private economic development strategies for promoting, encouraging and assisting with employment, educational opportunities

and economic development in the City of Pensacola, all in furtherance of the development and social welfare of the area and its residents.

ARTICLE III - MEMBERSHIP

This Corporation shall have no members.

ARTICLE IV - TERM OF EXISTENCE

The term of existence of the Corporation shall be perpetual until terminated pursuant to these Articles of Incorporation, Bylaws adopted by the Corporation, and applicable law.

ARTICLE V - OFFICERS

The Corporation shall have such officers as the Board of Trustees of the Corporation shall in its discretion determine necessary or appropriate for accomplishing the objectives of the Corporation.

ARTICLE VI - BOARD OF TRUSTEES

The affairs of this Corporation not for profit shall be managed by a Board of Trustees. This Corporation shall have twelve (12) Trustees, a majority of whom shall be residents of the City of Pensacola, four (4) of whom shall be appointed by the City of Pensacola, and eight (8) of whom shall be appointed by the Trustees. The number of Trustees may be increased or decreased from time to time by the Bylaws of the Corporation, but shall never be less than seven (7). The number of Trustees the City of Pensacola shall be entitled to appoint shall always be at least one-third (1/3) (rounded up) of the number of Trustees. The Trustees shall be appointed to serve staggered terms of one (1), two (2), and three (3) years.

The Trustees appointed pursuant to the terms of this Article VI shall be as follows:

<u>Trustee Appointees</u>	<u>Term</u>
Richard R. Baker	1 year
Lacey A. Collier	3 years
Rodney Jackson	3 years
Reverend Hugh King	2 years
J. Collier Merrill	1 year
Susan Story	3 years
Eddie S. Todd, Jr.	2 years
Kathlyn M. White	2 years

City Appointees

Term

John R. Fogg	1 year
James E. Jones, M.D.	2 years
John W. Merting	3 years
Juanita Scott	1 year

ARTICLE VII - AMENDMENT

The Corporation reserves the right to amend these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Trustees and any officers named by the Trustees are subject to this reservation.

ARTICLE VIII- BYLAWS

The bylaws of the Corporation are to be made, altered, amended, or repealed by the Board of Trustees at a regular or special meeting of the Board of Trustees.

ARTICLE IX - DISTRIBUTION ON DISSOLUTION

Upon dissolution of the Corporation, or the winding up of its affairs, the assets of the Corporation shall be distributed to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or may hereafter be amended.

No trustee or officer of the Corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

ARTICLE X – INDEMNIFICATION

Pursuant to the provisions of Sections 617.0831 and 607.0850, *Florida Statutes*, as such sections now exist and may hereafter be amended, the Corporation shall indemnify an officer or Trustee of the Corporation who was or is a party to any proceeding by reason of serving as an officer or Trustee to the fullest extent provided by law.

ARTICLE XI - REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation shall be 125 West Romana Street, Suite 800, Pensacola, Florida 32502, and the name of the registered agent of this Corporation at that address shall be Robert D. Hart, Jr.

ARTICLE XII - EFFECTIVE DATE OF AMENDED AND RESTATED ARTICLES

The effective date of these Amended and Restated Articles of Incorporation shall be the date these Amended and Restated Articles are filed with the office of the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned Chairman of the Board of Trustees of the Corporation has executed these Amended and Restated Articles of Incorporation on the date hereinafter set forth.

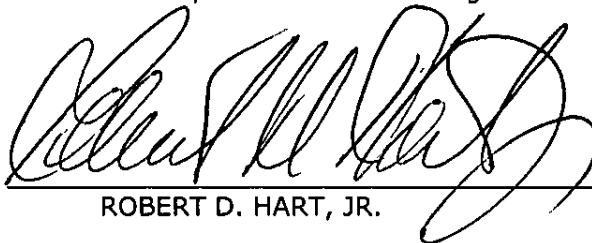


LACEY A. COLLIER, Chairman, Board of Trustees

Date: January 23, 2007

REGISTERED AGENT ACCEPTANCE

I do hereby accept the foregoing designation as registered agent of Community Maritime Park Associates, Inc. Further, I am familiar with and accept the duties and obligations of such designation.



ROBERT D. HART, JR.

CERTIFICATE

The undersigned, Lacey A. Collier, Chairman of the Board of Trustees of COMMUNITY MARITIME PARK ASSOCIATES, INC., a Florida nonprofit corporation (hereinafter the "Corporation"), hereby presents the attached Amended and Restated Articles of Incorporation pursuant to the provisions of Sections 617.1002 and 617.1006, *Florida Statutes*, and hereby certifies that there are no members of the Corporation entitled to vote on the attached Amendment and Restatement of the Articles of Incorporation, and further certifies that the attached Amendment and Restatement of the Articles of Incorporation were duly adopted by the Board of Trustees on the 5th day of January, 2007.

EXECUTED this 23rd day of January, 2007.



LACEY A. COLLIER, Chairman, Board of Trustees