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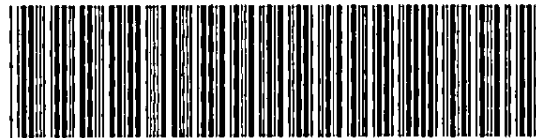
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Amended & Restated
Articles

06/14/21--01042--027 **52.50

FILED

2021 JUNE 14 AM 9:09

SECRETARY OF STATE

TALLAHASSEE, FLORIDA

Stephanie Garcia gave
permission to add March
25, 2021 as the date of
adoption by the members

JUL 1 9 2021
A RAMSEY

COVER LETTER

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

SUBJECT: **PCMI PROPERTIES, INC.**

CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☐ \$35.00 ☐ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$43.75 ☒ \$52.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: **AMIKIDS – STEPHANIE GARCIA**

Name (Printed or typed)

5915 BENJAMIN CENTER DRIVE

Address

TAMPA, FLORIDA 33634

City, State & Zip

813-887-3300

Daytime Telephone number

SGARCIA@AMIKIDS.ORG

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the document.

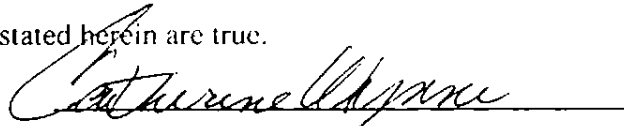
**ARTICLES OF AMENDMENT AND RESTATEMENT
TO THE
ARTICLES OF INCORPORATION OF
PCMI PROPERTIES, INC.**

The undersigned hereby files these amended and restated Articles of Incorporation of PCMI Properties, Inc. with the Florida Secretary of State. These Articles shall be effective when they are filed with the Florida Secretary of State and shall supersede all previous articles. The Corporation shall be a Florida not-for-profit corporation under the laws of the State of Florida.

These amended and restated Articles of Incorporation were adopted by the board of directors by at least a two-thirds vote of the Trustees present at a duly noticed meeting held on March 25, 2021, at which a quorum was present.

These restated Articles of Incorporation contain an amendment to the Articles of Incorporation which required member approval. The sole member of the Corporation, AMIkids Panama City Marine Institute, Inc., provided written approval of the amendment to the Articles of Incorporation, on March 25, 2021.

I submit this document and affirm that the facts stated herein are true.

A handwritten signature in black ink, appearing to read "Catherine Wynne", is written over a horizontal line.

Catherine Wynne

As Chairman of the Board of Trustees

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PCMI PROPERTIES, INC.

FILED
2021 JUN 14 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Amended and Restated Articles of Incorporation of PCMI PROPERTIES, INC., a Florida not for profit corporation (the "Corporation"), dated and effective as of March 25, 2021, are being duly executed and filed to amend, completely restate and supersede the Corporation's Amended Articles of Incorporation, which were filed and effective as of February 5, 2021. The Original Articles of Incorporation were filed on August 2nd, 2005, Document No. N05000007878.

Article I

NAME

The name of this corporation shall be PCMI PROPERTIES, INC. (hereinafter called the "Corporation")

Article II

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation shall be as follows: 200 East Beach Dr. Panama City, Fl, 32401.

Article III

COMMENCEMENT OF CORPORATE EXISTENCE

The Corporation shall commence its existence as of the date of filing for incorporation with the Florida Secretary and shall have perpetual existence unless sooner dissolved according to law.

Article IV

PURPOSES

The general purpose of the Corporation shall be to operate exclusively for charitable, educational, scientific, or literary purposes, and in furtherance of such goals is authorized to do any and all activities which it is empowered to do under these Articles provided, however, that nothing herein shall be construed as allowing any activities which would jeopardize the Corporation's tax-exempt status or otherwise be inconsistent with its classification as an organization described in Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended or replaced from time to time (the "Code") and its regulations as they now exist or may hereafter be amended, or as a corporation, contributions to which are deductible under Section 170(c) (2) of the Code.

MARCH 17, 2021

The primary charitable, educational, scientific, or literary purposes of the Corporation include, without limitation, the following: to function as a support organization for a Charter School called the Maritime Academy located in Panama City, Florida and as a support organization for AMIkids Panama City Marine Institute, Inc., which serves the needs of at-risk youth with educational, recreational, vocational and behavioral services.

The Corporation may undertake an activity for financial gain only if and to the extent the activity will promote the Corporation's primary purposes. 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 AMIkids, Inc.

Subject to the restrictions and limitations in these Articles and the Corporation's Bylaws, 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.

Article V

MANAGEMENT OF AFFAIRS - BOARD OF TRUSTEES

- A. 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.
- B. Election; Removal; Resignation.** The members of the Board of Trustees (whether one or many, the "Trustees") shall be elected as stated in the Bylaws. The Member shall have the authority to remove any or all of the Trustees, with or without cause. The Member may authorize the Board to remove a member of the Board of Trustees. If a Trustee is removed by the Member, then the Member shall appoint the successor Trustee who shall take office upon appointment; otherwise, the Board shall elect the successor Trustee who shall take office upon his/her election.
- C. Names and addresses of Initial Board of Trustees.** The initial Trustees shall be:

Name	Address	Office
Catherine Wynne	1587 Reddick Mill Rd., Graceville, FL 32440	Chairman

Edmund P. Michel	9633 Davenport Rd. Youngstown Florida, 32466	Trustee
Lavoy Anderson	1022 Harmon Ave. Panama City, FL 32401	S/T
Larry Presley	132 Cottonwood Circle, Lynn Haven, FL 32444	President

- D. **Voting.** A quorum of the Board shall consist of one-third (1/3) of the number of voting Trustees then serving or two (2) members, whichever is greater. The affirmative vote of a majority of the Trustees at any meeting at which a quorum is present shall constitute the act of the Board unless otherwise required by the Articles of Incorporation or Bylaws.

Article VI

REGISTERED AGENT AND OFFICE

The name and Florida address of the registered agent of the Corporation is David Hull, Smith Hulsey & Busey, One Independent Dr., Suite 3300, Jacksonville, FL 32202.

Article VII

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 promptly submitted after the end of each fiscal year or more frequently as the Member may request.

Article VIII

MEMBERSHIP

The Corporation shall have one class of membership and have one member which shall be AMikids Panama City Marine Institute Inc. (the "**Member**"). The Member shall have all of the powers and authority set forth in these Articles and the Bylaws of the Corporation. The membership shall not be transferrable.

Confirmation by Member. Within ten (10) business days after any vote or election by the Board of Trustees which requires confirmation by the Member, the Board of Trustees 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 the Board of Trustees with written confirmation and the matter shall become effective upon the Member's written approval or such other date as the Member may specify in writing.

ACTIONS REQUIRING MEMBERS CONSENT

The Corporation may not take the following actions without the advanced written consent of the Member:

1. The addition of additional members of the Corporation.
2. The opening or closing of any of the Corporation's offices.
3. The mortgage or pledge, or creation of a security interest in, or conveyance of title to, all or any part of the property or assets of the Corporation of any description (except for the purchase of money mortgages or sales made for market value in the ordinary course of business).
4. The sale of all or substantially all of the assets of the Corporation or merger or acquisition of any other entity.
5. 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.
6. The termination of the activities or dissolution of the Corporation.
7. The appointment of a receiver for the Corporation, commencement of bankruptcy proceedings or the Corporation, or any general assignment by the Corporation for the benefit of its creditors or the like.

Article IX

DISSOLUTION

Upon dissolution of this Corporation, all properties and assets remaining after payment or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized exclusively for charitable purposes, pursuant to Section 501 (c) (3) of the Internal Revenue Code, or the corresponding provision in any future tax code or to a state and 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, as said court shall determine, for such purposes or to such organizations which are organized and operated exclusively for the charitable purposes, pursuant to Section 501 (c) (3) of the Internal Revenue Code, or the corresponding provision in any future tax code.

Upon dissolution of the Corporation, the Board of Trustees shall pay all liabilities of the Corporation and shall distribute the remaining assets to A) AMIkids Panama Marine Institute, Inc., b) AMIkids, Inc., C) AMIkids Foundation Inc., or any local organization that is determined to be a qualified recipient (defined as an exempt organization under Section 501(c)(3) of the Code and is then described in Sections 170(b)(1)(A), 170(c), 2055(a) and 2522(a) of the Code.)

Article X

LIMITATIONS

No part of the net earnings or the distribution of the assets of the Corporation upon its dissolution shall inure to the benefit of, or be distributable to, its officers, members, trustees, or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes of the Corporation set forth herein. 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 campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article XI

AMENDMENTS TO THE ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended or rescinded by the written approval of the Member. The Board of Trustees may propose that the Member consider one or more amendments if each such proposed amendment is approved by a two-thirds (2/3) vote of the Trustees present and voting at any annual meeting or special meeting called for that purpose and at which a quorum is present.

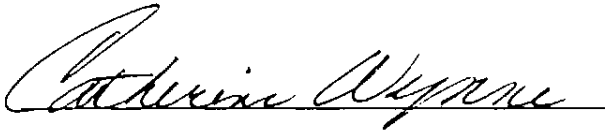
Article XII

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 in writing 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 annual meeting or special meeting of the Board called for that purpose and at which a quorum is present. If the Board adopts a Bylaw amendment which has not been approved in advance and in writing by the Member, then within ten (10) business 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 the Board with 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. An amendment to the Bylaws does not affect the terms of the Corporation's Article of Incorporation.

The foregoing Amended and Restated Articles of Incorporation were adopted by a majority of a quorum of the Board of Trustees this 25th day of March 2021.

A handwritten signature in cursive script, reading "Catherine Wynne", written over a horizontal line.

Catherine Wynne, Chairman of the Board of Trustees