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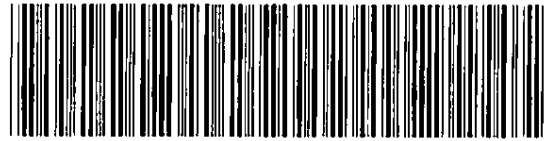
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APB

RESTATED ARTICLES OF INCORPORATION

In compliance with Chapter 617, F.S. (Not for Profit)

ARTICLE I NAME PCMI Properties, Inc.

The name of the corporation is: _____

ARTICLE II RESTATED ARTICLES

The text of the Restated Articles is as follows: _____

Section 3.1.a: Purposes: Added AMIkids Bay County, Inc. ("Bay County") to supported organizations

Section 3.3: Powers and Limitations: Changed Associated Marine Institutes, Inc. to AMIkids, Inc.

Section 3.4: Dissolution: Changed (a) PCMI to (a) Bay County

Section 3.4: Dissolution: Changed (b) Associated Marine Institute to (b) AMIkids, Inc.

Section 3.4 Dissolution: Changed (c) Associated Marine Institutes to (c) AMIkids

Section 3.4 Dissolution: Changed PCMI to Bay County

Article IV Membership: Changed member from PCMI to Bay County.

Section 5.1: Board of Trustees: Changed Chairman to Chair

Section 5.1 Board of Trustees: Changed "Directors" to "Trustees" in two instances.

Article VII Officers: Removed "his" and changed to "the" Executive Director's position.

Article VII: Officers: Removed name of original officers

Article IX: Amendment to the bylaws Added final sentence "An amendment to the Bylaws does not affect the terms of the Corporation's Articles of Incorporation."

Article XI: Registered Agent: Updated Registered Agent's address to One Independent Drive, Suite 3300

Added Article numbers to each section for easier identification

ARTICLE III OFFICERS AND/OR DIRECTORS (optional)

**SECOND RESTATED ARTICLES OF
INCORPORATION OF
PCMI PROPERTIES, INC.**

2024 OCT -4 AM 1:37

ARTICLE I - NAME

The name of this Corporation shall be PCMI Properties, 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) Functioning as a support organization for AMIkids Panama City Marine Institute, Inc. ("PCMI") AMIkids Bay County, Inc ("Bay County").
- b) Rehabilitating delinquent and dependent youth by providing education, training, discipline and productive work;
- c) Education and rehabilitation programs for dependent, delinquent and other problem youth; and
- d) 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, 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. 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 AMIkids, Inc. 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 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(b)(1)(A), 170(c), 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) Bay County, (b) AMIkids, Inc. ("AMI"), (c) the AMIkids Foundation, Inc. (the "AMI Foundation"), or (d) any organization which is then-qualified as an exempt organization under Section 501(c)(3) of the Internal Revenue Code and is then described in Sections 170(b)(1)(A), 17D(c), 2055(a), and 2522(a) of

the Internal Revenue Code ("Qualified Recipient"). If Bay County, AMI, or AMI Foundation is not a Qualified Recipient, then no assets shall be distributed to it.

ARTICLE IV - NON-STOCK CORPORATION AND MEMBERS

This Corporation is organized on a non-stock basis. The Corporation shall have one class of membership and have one member which shall be Bay County. The membership shall not be transferable. As used in these Articles, the term "Member" shall mean Bay County.

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 Chair 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 Trustees 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 Trustees. 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 Trustee. 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.

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 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 Chair 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.

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 Executive Director, by virtue of the position, shall also serve as Secretary-Treasurer. The remaining officers of the Corporation shall be a Chair 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.

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 which 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. An amendment to the Bylaws does not affect the terms of the Corporation's Articles of Incorporation.

ARTICLE X - PRINCIPAL OFFICE

The principal office and mailing address of the Corporation shall be 200 East Beach Drive, Panama City, Florida 32401.

ARTICLE XI - REGISTERED AGENT AND OFFICE

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

David J. Hull
Smith Hulsey & Busey
One Independent Drive, Suite 3300
Jacksonville, Florida 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 any of the following actions 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).
- 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
on June 27, 2024.


Jesse Rigby

Chair, Board of Trustees

The name and Florida street address (P.O. Box **NOT** acceptable) of the registered agent is:

Name: _____

Address: _____

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Required Signature/Registered Agent

Date

ARTICLE VI ARTICLE CONSOLIDATION

These adopted restated articles of incorporation supersede the original articles of incorporation and all amendments to them.

ARTICLE VII REQUIRED ADOPTION INFORMATION

Adoption of Amendment(s) (CHECK ONE)

☒ These restated articles of incorporation contain an amendment to the articles of incorporation which required member approval. The date of adoption of the amendments was June 27, 2024, and the votes cast were sufficient for approval

☐ These restated articles of incorporation were adopted by the board of directors.

ARTICLE VIII EFFECTIVE DATE:

June 27, 2024

Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than 90 days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Dated: **08/20/2024**

Signature: _____

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee or other court appointed fiduciary by that fiduciary)

Michael A. Thornton

(Typed or printed name of person signing)

Director

(Title of person signing)



October 01, 2024

Annette Ramsey
Florida Department of State
Division of Corporations

RE: Letter Number 824A00019683; Reference Number N05000007878; Subject PCMI Properties Inc.

Dear Ms. Ramsey:

Per the instructions in your letter dated September 04, 2024, we have updated our documentation. Please see the enclosed **Second Restated Articles of Incorporation of PCMI Properties, Inc.**

Please advise if anything else is needed from us at this time.

Thank you!

Sincerely,

A handwritten signature in black ink, appearing to read "Katie Cruikshank", written over a horizontal line.

Katie Cruikshank
Director of Grants and Proposals
AMIKids, Inc.
813.459.2617
kcruikshank@amikids.org



AMIKIDS

**WE EMPOWER YOUNG PEOPLE
TO BECOME CONFIDENT,
SUCCESSFUL ADULTS.**

PCMI PROPERTIES, INC.

**BOARD RESOLUTION TO RESTATE THE COMPANY'S ARTICLES OF
INCORPORATION**

WHEREAS, the Board of Trustees of the Company has determined that it is advisable and in the best interest of the Company to restate its Articles of Incorporation;

NOW, THEREFORE, BE IT RESOLVED, by a two-thirds vote of the Trustees present at the meeting, to propose to the Corporation's member that the articles be restated in the form attached as Exhibit A hereto;

RESOLVED FURTHER, that the officers of the corporation are hereby authorized to do and perform any and all such acts as provided for in the Articles of Incorporation, including execution of any and all documents and certificates, as such officers shall deem necessary or advisable, to carry out the purposes and intent of the foregoing resolution upon receiving approval from the Member;

RESOLVED FURTHER, that all actions heretofore taken by the officers of the Company in furtherance of the foregoing resolutions are hereby ratified, confirmed, and approved.

The undersigned, being the Board Chair of the Company, hereby certifies that the foregoing is a true and correct copy of a resolution duly adopted by the Board of Trustees of the Company at a meeting held on Thursday, June 27, 2024.

PCMI PROPERTIES, INC.

By: Jesse Rigby

Jesse Rigby, Chair

Date: 6/27/2024



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 4, 2024

MIKE THORNTON
5915 BENJAMIN CENTER DRIVE
TAMPA, FL 33634

SUBJECT: PCMI PROPERTIES, INC.
Ref. Number: N05000007878

We have received your document for PCMI PROPERTIES, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please change the title in the attachment to "Restated Articles". The document must be filed as either Restated Articles or Amended and Restated Articles. Since the form is for Restated Articles the attachment must match it.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey
OPS

Letter Number: 824A00019683

