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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SCUBANAUTS INTERNATIONAL, INC.**

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These Amended and Restated Articles of Incorporation of SCUBAnauts International, Inc., a Florida not for profit corporation (the "Corporation"), dated as of October 12, 2013, are being duly executed and filed by Ben J. Hayes, its president and chairman of the board of directors, to amend and restate the Corporation's original articles of incorporation, which were filed on August 31, 2005, and amended on July 25, 2007. These Amended and Restated Articles of Incorporation were duly executed and are being filed in accordance with Section 617.1007 of the Florida Not For Profit Corporation Act.

**ARTICLE I
Name and Address**

The name of this Corporation shall be:

CWVC / SNI FOUNDATION, INC.

The principal office and mailing address of this Corporation shall be:

26 WEST ORANGE STREET
TARPON SPRINGS, FLORIDA 34689

**ARTICLE II
Term of Existence**

The date when corporate existence shall commence shall be the date of the filing of the original articles of incorporation by the office of the Florida Department of State and the Corporation shall have perpetual existence thereafter.

**ARTICLE III
Purpose**

The Corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code, including, but not limited to:

(a) Training young men and women, who are members of a Chapter ("SCUBAnauts") in the sport of scuba diving; educating SCUBAnauts in the underwater

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environment and in marine sciences; developing leadership, character and social skills among *SCUBA*nauts through organized activities;

(b) Providing marine and freshwater science education, and related SCUBA and safety education, to individuals for the purposes of facilitating their qualifications to conduct underwater science research and environmental conservation activities ("*Academy Activities*");

(c) Providing rehabilitation, science research and mentoring opportunities for combat wounded veterans, by supporting them in achieving sustained superior performance in extreme outdoor environments ("*CWVC Activities*"); and

(d) Participating in such other activities (alone or in combination with other organizations) that promote the purposes of the Company.

The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual, and no part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation.

ARTICLE IV

Members

The qualifications of members and the manner of admission of members shall be as specified in the bylaws of the Corporation.

ARTICLE V

Registered Office and Agent

The street address of the registered office of the Corporation is 6161 Martin Luther King Jr. Street North, Suite No. 205, St. Petersburg, Florida 33703, and the name of its registered agent at such address is Ben J. Hayes, P.A.

ARTICLE VI

Directors

The number of directors may be increased or decreased from time to time and their election and appointment shall be as specified in the bylaws of the Corporation, provided that the Corporation shall always have at least three (3) directors.

ARTICLE VII
Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors of the Corporation.

ARTICLE VIII
Amendment

These articles of incorporation may be amended in the manner provided by law.

ARTICLE IX
Dissolution

Upon a dissolution of the Corporation, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusive public purpose.

ARTICLE X
Limitations

Section 1. Legislative and Political Activity. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements in connection with) any political campaign on behalf of or in opposition to any candidate for public office.

Section 2. Property. The property, assets, profits, and net income of the Corporation are dedicated irrevocably to the purposes set forth herein. No part of the Corporation's profits or net earnings shall inure to the benefit of its directors, officers, members, or to the benefit of any private individual.

CERTIFICATE

Pursuant to Section 617.1007 of the Florida Statutes, the undersigned certifies that these Amended and Restated Articles of Incorporation of SCUBANAUTS International, Inc. (1) were approved by the directors on October 12, 2013, because the Corporation has no members, and (2) the number of votes cast by the directors for such amendments was sufficient for approval.

Dated as of this 12th day of October, 2013.

SCUBANAUTS INTERNATIONAL, INC.

By: 
Name: Ben J. Hayes
Title: President & Chairman of the Board