

N060000003294

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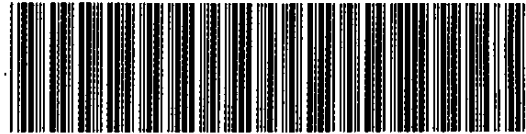
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*Amend + Rstat
xcl
2-11-07*

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Friends of Sea Scouts Ship Edwin Binney, Inc.

DOCUMENT NUMBER: N06000003294

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

Please return all correspondence concerning this matter to the following:

Richard L. Lynch
(Name of Contact Person)

Lynch Johnson & Long, LLC
(Firm/ Company)

603 N. Indian River Drive, Suite 300
(Address)

Fort Pierce, FL 34950-3057
(City/ State and Zip Code)

For further information concerning this matter, please call:

Richard L. Lynch at (772) 466-1040
(Name of Contact Person) (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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 20, 2007

RICHARD L. LYNCH
603 N. INDIAN RIVER DRIVE, SUITE 300
FORT PIERCE, FL 34950-3057

SUBJECT: FRIENDS OF SEA SCOUTS SHIP EDWIN BINNEY, INC.
Ref. Number: N06000003294

We have received your document for FRIENDS OF SEA SCOUTS SHIP EDWIN BINNEY, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Restated Articles of Incorporation for a Florida nonprofit corporation are filed pursuant to section 617.1007, Florida Statutes. Enclosed is a copy of chapter 617.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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) 245-6916.

Carol Mustain
Regulatory Specialist II

Letter Number: 607A00071000



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 22, 2008

RICHARD L. LYNCH
603 N. INDIAN RIVER DRIVE, SUITE 300
FORT PIERCE, FL 34950-3057

SUBJECT: FRIENDS OF SEA SCOUTS SHIP EDWIN BINNEY, INC.
Ref. Number: N06000003294

We have received your document for FRIENDS OF SEA SCOUTS SHIP EDWIN BINNEY, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

You will need to provide the Complete Restatement of Articles with the certificate.

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) 245-6916.

Carol Mustain
Regulatory Specialist II

Letter Number: 308A00004550

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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
FRIENDS OF SEA SCOUTS SHIP EDWIN BINNEY, INC.
(A Not For Profit Corporation)

Pursuant to the provisions of Section 617.1007 of the Florida Statutes the undersigned Not For Profit Corporation adopts the following Restated Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation is:

Friends of Sea Scouts Ship Edwin Binney, Inc.

ARTICLE II. ADDRESS

The principal place of business address:

1120 Seaway Drive
Fort Pierce, FL 34949

The mailing address of the corporation is:

1120 Seaway Drive
Fort Pierce, FL 34949

ARTICLE III. PURPOSES

The corporation is organized, and shall be operated exclusively for charitable, scientific and educational purposes under 26 USCA Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The purposes will include but not be limited to supporting a Sea Scout Ship, under the code of the Boy Scouts of America, for teaching boating safety and operation to the youth of our area.

ARTICLE IV. BOARD OF DIRECTORS

There shall be a board of directors consisting of at least three individuals. The number of directors may be changed by amendment of the bylaws of the corporation. The manner in which the directors are elected or appointed shall be as provided in the bylaws. Any director may be removed by the affirmative vote

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TALLAHASSEE, FLORIDA

of at least two-thirds of the board of directors.

ARTICLE V. MEMBERSHIP

The corporation shall have a membership distinct from the board of directors. The qualification and manner of admission of members shall be as provided in the bylaws.

ARTICLE VI. NOT FOR PROFIT

The corporation is a not for profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation are distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under 26 USCA Section 501(c)(3) (referred to below as "code"). If the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 USCA Section 501(c)(3).

ARTICLE VII. DURATION

The duration (term) of the corporation is perpetual.

ARTICLE VIII. LIMITATION

No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members, directors, officers or private person or individual, but 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 Article 3 (Purposes) of these Articles.

ARTICLE IX. TAX EXEMPT STATUS

It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation 26 USCA Section 501(a) as an organization described in 26 USCA Section 501(c)(3) and which is other than a private foundation as defined in 26 USCA Section 509. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 USCA Section 501(c)(3). All references in these articles to

sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

ARTICLE X. DISSOLUTION

On the dissolution or liquidation of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine, which shall at the time qualify as a tax exempt organization under 26 USCA 501(c)(3), or as that statute may be amended.

Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine. For purposes of these article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 USCA Section 170(c)(1) or 26 USCA Section 170(c)(2)(B) and is described in 26 USCA Section 509(a)(1), (2) or (3).

ARTICLE XI. BYLAWS

The bylaws of the corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

ARTICLE XII. AMENDMENT

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these articles of incorporation or any amendment to them in the manner prescribed by law.

ARTICLE XIII. **INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY**

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

This amendment and restatement of Articles of Incorporation do not contain an

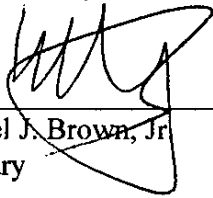
amendment to the articles requiring member approval.

In witness whereof the undersigned President and Secretary of this corporation have executed this Amended and Restated Articles of Incorporation this 5th day of December, 2007.



Gerard J. Schmitt
President

12/05/07
Date



Michael J. Brown, Jr.
Secretary

12/05/07
Date

Amended
Restated

**Articles of Incorporation
of
Friends of Sea Scouts Ship Edwin Binney, Inc.**

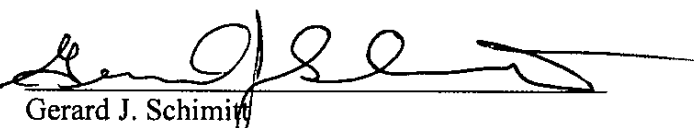
Document Number N06000003294

Pursuant to the provisions of section 617.1007, Florida Statutes, this **Florida Not for Profit Corporation** restates its Articles of Incorporation.

The date of adoption of the restatement is December 5, 2007.

Effective date is December 5, 2007.

The restatement was adopted by the board of directors and does not contain any amendments requiring member approval.


Gerard J. Schimitt
President

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