



# Associated Marine Institutes®



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Remember AMI in your will!

5915 Benjamin Center Drive  
Tampa, Florida 33634

August 9, 2006

## VIA OVERNIGHT MAIL

Florida Department of State  
Division of Corporations  
2661 Executive Center Circle West  
Tallahassee, FL 32301

Re: Naples Marine Institute, Inc.

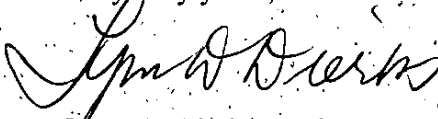
Dear Sir or Madam:

Enclosed for filing are the Articles of Incorporation for Naples Marine Institute, Inc.

Enclosed is a check in the amount of \$78.75 for the filing fee and a certified copy, and an extra copy of the Articles to be date-stamped by your office and to be returned to this office in the return overnight envelope enclosed for your convenience.

Thank you for your assistance. Please call if you have any questions.

Very truly yours,



Lynn D. Dierks, Assistant to  
Judy L. Estren, Esq.

/ldd

Enclosures

**ARTICLES OF INCORPORATION  
OF  
NAPLES MARINE INSTITUTE, INC.**

The undersigned hereby files these Articles of Incorporation of NAPLES MARINE INSTITUTE, INC., with the Florida Department of State. These Articles shall be effective upon filing with the Florida Department of State. These Articles shall supersede all previous articles of incorporation. The Corporation shall be a Not-for-Profit Corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of this Corporation shall be NAPLES MARINE INSTITUTE, 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) Rehabilitation of delinquent and dependent youth by providing education, training, discipline and productive work;
- (b) Conducting education and rehabilitation programs for dependent, delinquent and other problem youth; and
- (c) 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

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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 the law of the state of incorporation.

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, 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 as set forth herein:

(a) Each of the remaining assets shall be distributed, as determined by the Board, to Associated Marine Institutes, Inc. (“**AMI**”) or to Associated Marine Institutes Foundation, Inc. (“**AMI Foundation**”). If at the time of distribution only one of those entities (AMI or AMI Foundation) is a Qualified Recipient (defined below), then all of the remaining assets shall be delivered to the entity (AMI or AMI Foundation) which at the time of distribution is a Qualified Recipient. If at the time of distribution neither AMI nor AMI Foundation is a Qualified Recipient, then the remaining assets shall be distributed to any entity designated by AMI provided the designated entity is a Qualified Recipient at the time of distribution. In the absence of such designation, the remaining assets shall be distributed to an entity selected by the Board provided such entity is a Qualified Recipient at the time of distribution.

(b) For purposes of this Article, “**Qualified Recipient**” means an organization which is an exempt organization under Section 501(c)(3) of the Internal Revenue Code (the “**Code**”) and is described in Sections 170(b)(1)(A), 170(c), 2055(a) and 2522(a) of the Code.

#### **ARTICLE IV – NON-STOCK CORPORATION AND MEMBER**

**Section 4.1. Member.** This Corporation is organized under a non-stock basis. The Corporation shall have one class of membership. The sole member shall be AMI (“**Member**”). The membership interest is not subject to involuntary transfer.

**Section 4.2. Confirmation by Member.** Within ten (10) business 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 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.

#### **ARTICLE V - MANAGEMENT OF AFFAIRS-BOARD OF TRUSTEES**

**Section 5.1. Election and Removal of Trustees.** 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 Trustee. 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.

**Section 5.2. Voting.** A quorum of the Board shall consist of one-third of the number of voting Trustees then serving. 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 - OFFICERS**

The Corporation shall have an Executive Director who shall be the chief operating officer of the Corporation. The Member will provide candidates for the Executive Director and the Board shall select the Executive Director from those candidates. If the Board does not select the Executive Director within a reasonable time, the Member shall appoint the Executive Director. Either the Board or the Member may remove the Executive Director, with or without cause.

**ARTICLE VII – AMENDMENTS TO 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 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 VIII- 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 special meeting of the Board. 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.

**ARTICLE IX - PRINCIPAL OFFICE**

The street and mailing address of the Corporation's principal office is:

616-630 Ninth Street, Naples, Florida 34102

**ARTICLE X - REGISTERED AGENT AND OFFICE**

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

<u>Name</u>	<u>Address</u>
David J. Hull, Esq.	225 Water Street Suite 1800 Jacksonville, Florida 32202

**ARTICLE XI - 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 promptly after the end of the Corporation's fiscal year or more frequently as the Member may request.

**ARTICLE XII - ACTIONS REQUIRING MEMBER'S CONSENT**

The Corporation may not take any of the following actions without obtaining 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 or other transfer of all, or substantially all, of the assets of the Corporation.
- (e) the Corporation's merger with, or acquisition of, any other entity.



(f) 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, unless approved in advance and in writing by the Member.

(g) the termination of the activities or dissolution of the Corporation.

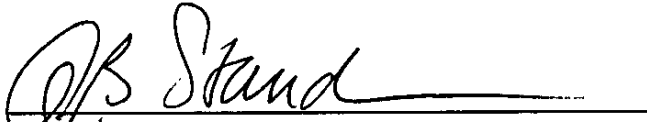
(h) the appointment of a receiver for the Corporation, commencement of bankruptcy proceedings for the Corporation, any general assignment by the Corporation for the benefit of its creditors, or the like.

### **ARTICLE XIII—INCORPORATOR**

The name and street address of the incorporator of this Corporation are:

**Associated Marine Institutes,  
Inc.  
5915 Benjamin Center Drive  
Tampa, FL 33634**

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on August 9, 2006.

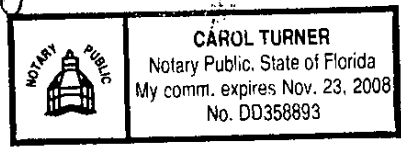
  
**O.B. Stander**  
As Incorporator

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, O.B. Stander, to me well known and known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 9<sup>th</sup> day of August, 2006.



Carol Turner  
Notary Public  
State of Florida at Large  
My Commission Expires: 11-23-08

**CERTIFICATE DESIGNATING REGISTERED OFFICER AND AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091 and 617.0501, Florida Statutes, the following is submitted:

The Corporation hereby designates David J. Hull, Esq., of the firm of Smith Hulsey & Busey as its registered agent to accept service of process within this State.

Dated this 9<sup>th</sup> day of August, 2006.

O.B. Stander  
O.B. Stander  
As incorporator

Having been named as registered agent to accept service of process for the above Corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 31<sup>st</sup> day of July, 2006.

David J. Hull  
David J. Hull

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