

**N08000004278**

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**ARTICLES OF AMENDMENT AND  
RESTATED ARTICLES OF INCORPORATION**

of

**SEA TO SHORE ALLIANCE, INC.**

These Articles of Amendment and restated Articles of Incorporation of Sea To Shore Alliance, Inc., a corporation not-for-profit under the laws of the State of Florida (the "*Corporation*") are adopted and filed pursuant to the provisions of Sections 617.1002 and 617.1007, *Florida Statutes*, as amended.

FIRST: The name of the Corporation is SEA TO SHORE ALLIANCE, INC. The Corporation's Document Number is N08000004278. The Corporation's Articles of Incorporation were originally filed on May 1, 2008.

SECOND: Set forth below are the Amended and Restated Articles of Incorporation of the Corporation, which amend and supersede in their entirety the Corporation's Articles of Incorporation. Obsolete matters and matters of only historical interest have been omitted. All Amendments included in these Amended and Restated Articles of Incorporation have been adopted in accordance with Section 617.1002, *Florida Statutes*.

THIRD: The amendments contained in the attached Amended and Restated Articles of Incorporation and the restatement of the Articles of Incorporation were duly adopted by the Board of Directors (sometimes hereinafter referred to as the "Directors") at a meeting held on June 23, 2018 at which the vote in favor of the amendments contained in the within Amended and Restated Articles of Incorporation was unanimously in favor, with none opposed or abstaining. All of the Directors then in office having voted in favor of the amendment and restatement of the Corporation's Amended and Restated Articles of Incorporation in accordance with the Bylaws of the Corporation and Sections 617.1002 and 617.1007, *Florida Statutes*, the vote was sufficient for approval. There being no members of the Corporation, none of the amendments require approval of the members.

FOURTH: The Amended and Restated Articles of Incorporation set forth below shall be effective as of June 30, 2018.

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

of

**SEA TO SHORE ALLIANCE, INC.****ARTICLE I****Name and Address**

The name of the Corporation is SEA TO SHORE ALLIANCE, INC. The street address of the principal office is 249 Windward Passage, Clearwater, Florida 33767. The mailing address is 249 Windward Passage, Clearwater, Florida 33767. The Board of Directors may from time to time change the principal office or mailing address of the Corporation to any other address in the State of Florida.

**ARTICLE II****Purposes**

The purposes for which the Corporation is formed are exclusively charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law (the "*Code*") and the purposes of the Corporation are limited exclusively to the charitable, educational and scientific purposes set forth below. In carrying out such purposes, this Corporation shall have all of the powers and authorities granted by statute and law, including the power and authority to accept gifts, devises and other contributions for educational and charitable purposes, to hold and administer the funds and properties received and to expend, contribute and otherwise dispose of funds or properties for educational and charitable purposes either directly or by contribution to other Section 501(c)(3) organizations organized and operated exclusively for educational and charitable purposes; provided, however, said powers and authorities shall be exercised only in furtherance of educational and charitable purposes.

The primary purpose of this Corporation is to engage in charitable, educational and scientific activities, including research and conservation in the areas of environmental and wildlife marine resources. Included in the Corporation's research and conservation activities are biological studies of manatees, northern right whales, small cetaceans and sea turtles; the rescue, rehabilitation and post release monitoring of manatees; and programs related to the reduction of marine debris, impact of human activities on marine and aquatic threatened species and their ecosystems, and the rescue, rehabilitation and release of other aquatic animals including, but not limited to, sea turtles, river otters and small cetaceans.

**ARTICLE III****Powers**

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable or

... incorporation, reorganization, assisting or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are set forth in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Code and its regulations as the same now exist or as they may be hereafter amended from time to time.

#### ARTICLE IV

##### Member

The Corporation shall have one member, which is Clearwater Marine Aquarium, Inc., a Florida nonprofit corporation which is recognized as exempt under Section 501(c)(3) of the Code (the "*Member*").

#### ARTICLE V

##### Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors, members of which shall be elected annually by the Member in accordance with the Bylaws. The number of Directors shall be fixed as set forth in the Bylaws of the Corporation but shall never be less than three (3). The Board of Directors shall serve at the pleasure of the Member. The names and addresses of the Directors elected by the Member as of the date of these Amended and Restated Articles of Incorporation shall be as follows:

<u>Name</u>	<u>Address</u>
David P. Yates	249 Windward Passage Clearwater, Florida 33767
John Draheim	249 Windward Passage Clearwater, Florida 33767
Frank Dame	249 Windward Passage Clearwater, Florida 33767

Notwithstanding the foregoing, from July 1, 2018 through June 30, 2019 (the "*Transition Period*"), the Board of Directors shall include two (2) directors (the "*Legacy Directors*") designated by the Corporation's Board of Directors, as it existed prior to the adoption of these Amended and Restated Articles of Incorporation. The names and addresses of the Legacy Directors shall be as follows:

<u>Name</u>	<u>Address</u>
James A. Powell	249 Windward Passage Clearwater, Florida 33767

James White

249 Windward Passage  
Clearwater, Florida 33767

During the Transition Period, the Legacy Directors shall not be subject to removal by the Member or the Board of Directors except for cause. During the Transition Period, the approval of the Legacy Directors shall be required for any of the following actions by the Board of Directors:

(A) Any material changes in the Corporation's research and conservation activities (other than as contemplated in the Affiliation Agreement between the Corporation and the Member dated June 30, 2018);

(B) Amendments to the Amended and Restated Articles or the Amended and Restated Bylaws of the Corporation;

(C) Approval of any annual business plan or budget for the Corporation, or any material deviation from any particular provision or line item of the approved business plan or budget;

(D) Any increase or decrease in the number of Directors; and

(E) The liquidation, dissolution or winding-up the business and affairs of the Corporation, or effecting any liquidation event (meaning any capital reorganization, reclassification of membership interest of the Corporation, consolidation or merger of the Corporation with or into another person, sale of all or substantially all of the assets of the Corporation), or consenting to any of the foregoing; provided, however, that the Corporation may consolidate or merge with and into the Member or distribute the Corporation's assets to the Member subject to the provisions of Article II, Section 3 of the Amended and Restated Bylaws.

#### ARTICLE VI Officers

The officers of the Corporation shall be a Chairman, Vice Chairman, Secretary and Treasurer, and such other officers as may be provided by the Bylaws. Officers shall be elected annually by the Board of Directors at its annual meeting. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

Name

Title

John Draheim  
David P. Yates  
Frank L. Dame  
James A. Powell

Chairman  
Vice Chairman  
Secretary  
Treasurer

**ARTICLE VII**  
**Registered Office and Agent**

The street address of the registered office of this Corporation is 911 Chestnut Street, Clearwater, Florida 33756 and the name of the initial registered agent at such address is CHESTNUT BUSINESS SERVICES, LLC.

**ARTICLE VIII**  
**Bylaws**

The Board of Directors of this Corporation shall provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

**ARTICLE IX**  
**Amendments**

Amendments to these Amended and Restated Articles of Incorporation shall be subject to approval of the Member and, during the Transition Period, the approval of the Legacy Directors.

**ARTICLE X**  
**Limitations on Actions**

All of the assets and earnings of the Corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of or be distributable to its members, trustees, officers or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make distributions and payments in furtherance of the purposes set forth in Article 3 hereof. No substantial part of the Corporation's activity shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or interfere with (including the publication or distribution of statements regarding) 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 activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Code or any organization, contributions to which are deductible under Section 170(c)(2) of the Code. The Corporation shall have no capital stock, pay no dividends, and distribute no part of its net income or assets to any members (other than such members as are exempt under Section 501(c)(3) of the Code), Directors or officers.

Although the Corporation is not intended to be a private foundation, as defined in Section 509(a) of the Code, without limitation of the generality of the foregoing paragraph, during such time as the Corporation may be determined to be a private foundation, it shall not:

- (i) fail to distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code;

- (ii) engage in any act of self-dealing as defined in Section 4941(d) of the Code;
- (iii) retain any excess business holdings as defined in Section 4943(c) of the Code;
- (iv) make any investment in such manner as to subject it to tax under Section 4944 of the Code; or
- (v) make any taxable expenditures as defined in Section 4945(d) of the Code.

#### ARTICLE XI Dissolution

Upon dissolution of the Corporation, all of its assets remaining after payment of or provision for all liabilities of the Corporation, including costs and expenses of such dissolution, shall be utilized exclusively for the exempt purposes of the Corporation or distributed to the Member or to such other organization described in Section 501(c)(3) or 170(c)(2) of the Code, as shall be selected by the Member or the last Board of Directors. None of the assets will be distributed to any officer or Director of this Corporation. Any such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE XII Term of Existence

The Corporation shall have perpetual existence.

IN WITNESS WHEREOF, the undersigned officer of the Corporation executed these Amended and Restated Articles of Incorporation this 30 day of June, 2018.

  
John Drachelm, Chairman

**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the within-named Corporation, at the place designated hereinabove, the undersigned hereby accepts the designation to act in this capacity, and agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties and acknowledges that it is familiar with and accepts the obligations of its position as registered agent.

**CHESTNUT BUSINESS SERVICES, LLC,**  
a Florida limited liability company

Date: July 2, 2018

By: 

Vitauts M. Gulbis, Vice President