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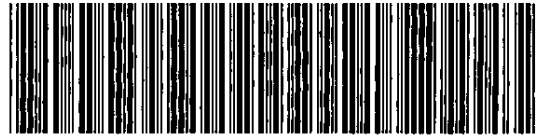
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TALLAHASSEE, FLORIDA

2010 MAY -4 AM 8:20

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Amend & Resubmit
Articles / NC

SL

5-6-10

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Moorings Club Educational Foundation, Inc.

DOCUMENT NUMBER: N08000006221

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

Please return all correspondence concerning this matter to the following:

John E. Moore, III, Esq.
(Name of Contact Person)

Rossway Moore & Taylor
(Firm/ Company)

5070 N Hwy A-1-A, Suite 200
(Address)

Vero Beach, FL 32963
(City/ State and Zip Code)

jmoore@verobeachlawyers.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

John E. Moore, III at (772) 231 4440
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" 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

Articles of Amendment
to
Articles of Incorporation
of

The Moorings Club Educational Foundation, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N08000006221

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The Moorings Educational Foundation, Inc.

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

B. Robert Wood

New Registered Office Address:

100 Harbor Drive

(Florida street address)

Vero Beach

(City)

Florida 32963

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.



Signature of New Registered Agent, if changing

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If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
D	Anthony Caldarone	100 Harbour Drive Vero Beach, FL 32963	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
D	Robert E. Siegfried	100 Harbour Drive Vero Beach, FL 32963	<input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove
D	Charles F. Clippert	100 Harbour Drive Vero Beach, FL 32963	<input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove
D	John Goodall, Jr.	100 Harbour Drive Vero Beach, FL 32963	Add

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

See attached Amended and Restated Articles of Incorporation

The date of each amendment(s) adoption: April 23, 2010

Effective date if applicable: April 23, 2010 *(date of adoption is required)*
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 4/23/10

Signature B. Robert Wood

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

B. Robert Wood

(Typed or printed name of person signing)

Member of Board of Directors

(Title of person signing)

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
THE MOORINGS EDUCATIONAL FOUNDATION, INC.**

**ARTICLE I
NAME**

The name of this corporation shall be:

THE MOORINGS EDUCATIONAL FOUNDATION, INC.

**ARTICLE II
Principal Place**

The principal place of business of this corporation (hereinafter referred to as the "Corporation") shall be 100 Harbour Drive, Vero Beach, Florida 32963, and the mailing address shall be the same.

**ARTICLE III
Purposes and Limitations**

1. The Corporation is organized exclusively for charitable, religious, literary, scientific and educational purposes as set forth in Section 501(c)(3) of the Internal Revenue Code.

2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other 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 these Articles of Incorporation.

3. No 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.

4. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other 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, (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or (c) by a nonprofit Corporation organized under the laws of the State of Florida, pursuant to the provisions of Chapter 617 of The Florida Statutes.

ARTICLE IV
Directors and Election of Directors

The Corporation shall be organized on a non-stock basis and shall have no members.

The authority for all affairs of the Corporation shall be in a Board of Directors who shall have and may exercise all the powers of the Corporation as permitted by federal law, state law, these Articles of Incorporation, and the Bylaws of the Corporation as from time to time in effect. The Board of Directors will be elected under a method to be stated in the Bylaws of the Corporation.

ARTICLE V
REGISTERED AGENT

The name and address of the registered agent of the corporation is: B. Robert Wood, 100 Harbour Drive, Vero Beach, Florida 32963.

ARTICLE VI
Dissolution of the Corporation

Upon the termination, dissolution or winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation (as described Chapter 617.1406(3)(a) of the Florida Statutes), distribute all assets of the Corporation (including assets held by the corporation under conditions requiring return, as described in Chapter 617.1406(3)(b) of the Florida Statutes) to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code (as described in Chapter 617.1406(3)(c) of the Florida Statutes). In furtherance of the foregoing, any such plan of distribution shall be in accordance with the terms of Chapter 617.1406 of the Florida Statutes.

Any such assets not so disposed of shall be disposed of by the Circuit Court to have jurisdiction over matter occurring in the County in which the principal office of the Corporation is then located, exclusively for distribution to one or more domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the Corporation.

ARTICLE VII
Indemnification

The Corporation shall have the power to indemnify its officers, directors, employees and agents to the fullest extent permitted by any applicable law, including, but not limited to the provisions of Chapter 617.0831 of the Florida Statutes.

ARTICLE VIII
Amendment

Any amendments to these Articles of Incorporation shall be made in accordance with the provisions of the laws of the State of Florida.

ARTICLE IX
Incorporation of Definition of Terms

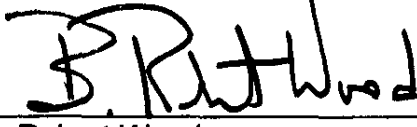
All general or specific references herein made to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States Internal Revenue law.

Similarly, any general or specific references to the laws of the State of Florida shall be deemed to refer to the laws of the State of Florida as now in force or hereafter amended.

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION**

B. Robert Wood, whose address is as follows: 100 Harbour Drive, Vero Beach, Florida 32963, which is the same address as set forth in Article V hereof, having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 617.0503, *Florida Statutes*, and other applicable law.

Date 4/23/10



B. Robert Wood