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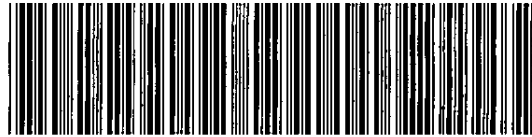
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TALLAHASSEE, FLORIDA

Amend

TB

SEP - 4 2009

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Florida Keys Tropical Research Ecological
Exchange Institute, Inc.

DOCUMENT NUMBER: _____

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

Please return all correspondence concerning this matter to the following:

Robert K. Miller, Esq.
(Name of Contact Person)

Cunningham, Miller + Williams, P.A.
(Firm/ Company)

2995 Overseas Highway
(Address)

Marathon, FL 33050
(City/ State and Zip Code)

rwkeefe1@aol.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Richard Keefe at (305) 304-1729
(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:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
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(Additional copy is
enclosed)

☐ \$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

July 20, 2009

2975
ROBERT K MILLER, ESQ
CUNNINGHAM, MILLER & WILLIAMS, P.A.
~~2995~~ OVERSEAS HWY
MARATHON, FL 33050

SUBJECT: FLORIDA KEYS TROPICAL RESEARCH ECOLOGICAL
EXCHANGE INSTITUTE, INC.
Ref. Number: N09000002950

We have received your document for FLORIDA KEYS TROPICAL RESEARCH ECOLOGICAL EXCHANGE INSTITUTE, 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):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 245-6925.

Teresa Brown
Regulatory Specialist II

Letter Number: 309A00024862

THIS INSTRUMENT PREPARED BY:
Robert K. Miller, Esq.
CUNNINGHAM MILLER, P.A.
2975 Overseas Highway
Marathon, Florida 33050
(305) 743-9428

FILED
2009 SEP -3 PM 12:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED ARTICLES OF INCORPORATION
OF
FLORIDA KEYS TROPICAL RESEARCH ECOLOGICAL EXCHANGE INSTITUTE, INC.**

THE UNDERSIGNED, acting for the purpose of creating a Non-Profit Corporation under the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation is Florida Keys Tropical Research Ecological Exchange Institute, Inc., a Florida not-for-profit corporation.

ARTICLE II - CORPORATE ADDRESS

The principal office of the Corporation is 88765 Overseas Highway, Tavernier, Florida 33070.

ARTICLE III - DURATION

The period of duration of the Corporation shall be perpetual, unless sooner dissolved according to law.

ARTICLE IV - PURPOSES

The purposes for which Florida Keys Tropical Research Ecological Exchange Institute, Inc. are organized are as follows:

A. General Corporate Purposes:

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

B. Specific Corporate Purposes:

(1) To establish an ecologically oriented tropical research center based in the United States that will develop and promote innovative changes in energy, health care and education for the betterment of mankind through sustainable energy resources, inexpensive medicinal cures, and more exciting and beneficial educational programs by utilizing the natural resources of the Florida Keys and the Northern Caribbean Rim, and through any other related activities that are desirable and proper within the limitations of Section 501(c)(3) of the Internal Revenue Code;

(2) To actively solicit and otherwise secure and accept gifts, legacies, and devises of real property, money or any other item of value to be used directly or indirectly in the furtherance of the purpose outlined in (1) above;

(3) To transfer any real property or interests therein or other assets which it may hold to any Governmental agency or any other suitable agency which is duly authorized and able to receive and administer the same for the purposes set forth in (1) above;

(4) To carry on such other activities that may be incidental to, or which will assist in the accomplishment of the purposes set forth above; and

(5) To perform its purposes in every way to conform to the requirements of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE V - MEMBERS

The Corporation will have one class of membership. The manner of election or appointment, the qualifications and rights of the members of the membership and any provision of the termination or forfeiture of membership shall be set forth in the Bylaws. Members, trustees, and officers shall not, individually or personally, be liable for the debts or obligations of the Corporation.

ARTICLE VI - STOCK ISSUANCE

The Corporation shall issue no stock for membership; however, the Corporation may issue certificates of membership if deemed necessary or appropriate by the Board.

ARTICLE VII - NON-PROFIT

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee or officer of the Corporation; and no member, trustee or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution or liquidation of the Corporation. No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, or participating in or intervening in any political campaign on behalf of any candidate for public office. Upon dissolution or winding up of the affairs of the Corporation, subject to applicable law, the assets of the Corporation remaining in the hands of the Board of Directors shall be transferred or conveyed to one or more appropriate agencies of State and Local Government duly authorized and able to receive and administer the same for the purposes set forth in Article III, of these Articles provided such transfer or conveyance qualified for exemption under Section 501(c)(3) of the Internal Revenue Code of 1954 or similar code provisions at the time of dissolution. In the event that such transfer or conveyance to one or more agencies of State or Local Government is not possible, then the assets of the Corporation shall be transferred or conveyed to one or more non-profit domestic corporations, societies or organizations engaged in charitable, benevolent, educational or other similar purpose upon such terms and conditions and amounts and proportions as the Board of Directors shall determine, and which qualify for exemption under Section 501(c)(3) of the Internal Revenue Code of 1954 or similar code provisions at time of dissolution.

ARTICLE VIII - POWERS, DUTIES AND LIMITATIONS

The Corporation shall be organized as a publicly-supported charitable foundation with all of the powers and duties of a Corporation organized under the Non-Profit Corporation Act and other applicable State statutes.

Notwithstanding any other provision of this certificate, the Bylaws of the Corporation or any other governing document, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt under Section 501(c)(3) of the Internal Revenue

Code and its regulations as the now exist or as they may hereinafter be amended, or by any organization, contributions to which are deductible under Section 170(c)(2) of such code and regulations as the now exist or as the may hereafter be amended.

ARTICLE IX - BOARD OF DIRECTORS

The Corporation shall be governed by the Board of Directors initially consisting of four (4) Director members who shall serve until the Organizational Meeting of Members and Directors. The Bylaws of the Corporation, as from time to time may be amended, shall provide for the manner by which the number of Directors of the Corporation may be increased or decreased; the manner by which Directors are to be elected; and the terms of office for Directors of the Corporation. The names and addresses of the Initial Directors are as follows:

- | | |
|---|---|
| 1. Stuart Pimm, PhD, President/Director
97501 Overseas Highway #904
North Rock Harbor
Key Largo, Florida 33037 | 2. David Kroll, PhD, Vice President/Director
1605 Springview Lane
Durham, North Carolina 27705-1869 |
| 3. Shelley Miklas, Secretary/Director
Post Office Box 1211
Tavernier, Florida 33070 | 4. Bob Shettig, Treasurer/Director
608 Ashe Street (down)
Key West, Florida 33040 |

ARTICLE X - REGISTERED OFFICE AND REGISTERED AGENT

The address of the Corporation's Registered Office shall be 2975 Overseas Highway, Marathon, Florida; and, the Registered Agent at said address shall be Robert K. Miller, Esq.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY. I ACKNOWLEDGE THAT I AM FAMILIAR WITH THE RESPONSIBILITIES OF A REGISTERED AGENT, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

By: 

Robert K. Miller, Registered Agent

ARTICLE XI - BYLAWS

The Board of Directors, which shall manage the business and affairs of the Corporation, shall adopt, repeal and amend such Bylaws, rules and regulations for the government of the Corporation as shall be deemed advisable by the Board, subject to applicable law.

ARTICLE XII - METHOD AND EFFECTIVE DATE OF ADOPTION

The date of the adoption of the above stated Amended Articles of Incorporation, and the effective date thereof is July 31, 2009. There are currently no members entitled to vote on this amendment, and the amendment was therefore adopted by a vote of the Board of Directors.

DATED: July 31, 2009

**FLORIDA KEYS TROPICAL RESEARCH
ECOLOGICAL EXCHANGE INSTITUTE, INC.**

Attest:

By: Shelley Miklas
Shelley Miklas, Secretary

By: Stuart Pimm
Stuart Pimm, PhD, President / Director

(Corporate Stamp or Seal)