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TALLAHASSEE, FLORIDA

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# AUSLEY & MCMULLEN

ATTORNEYS AND COUNSELORS AT LAW

227 SOUTH CALHOUN STREET
P.O. BOX 391 (ZIP 32302)
TALLAHASSEE, FLORIDA 32301
(850) 425-5428 FAX (850) 558-1313
ewaugh@ausley.com


April 15, 2009

**VIA HAND DELIVERY**
Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle West
Tallahassee, Florida 32301

RE: AMIkids, Inc.

Dear Sir or Madam:

Enclosed are: (1) the Articles of Incorporation of AMIkids, Inc. for filing with your office, (2) our firm's check in the amount of $78.75 for the filing fee and a certified copy, and (3) an extra copy of the Articles. Please datestamp the extra copy of the Articles, to be picked up by our messenger.

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

Sincerely,

Emily S. Waugh

ESW/jg

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

# ARTICLES OF INCORPORATION
# OF
# AMIKIDS, INC.

The undersigned incorporator hereby files these Articles of Incorporation of AMIkids, Inc. with the Florida Department of State. These Articles shall be effective when they are filed with the Florida Department of State. The Corporation shall be a Florida not-for-profit corporation under the laws of the State of Florida.

## ARTICLE I.
## NAME AND ADDRESS

The name of this Corporation shall be AMIkids, Inc. The principal office and mailing address of the Corporation shall be 5915 Benjamin Center Drive, Tampa, Florida 33634.

## 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 to support Associated Marine Institutes, Inc. (**"AMI"**), a Florida not for profit corporation that is exempt from federal taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the **"Code"**) and is not a private foundation under Code Section 509(a)(1).

**Section 3.2.** **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 Code, or (b) by a corporation described in Sections 170(b)(1)(A), 170(c), 2055(a) and 2522(a) of the Code or the corresponding provision of any future federal tax law. Any references to the Code and provisions thereof shall include successor provisions of any future corresponding federal tax law.

**Section 3.3.** **Dissolution.** Upon the dissolution of the Corporation, the Board of Trustees (defined below) 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 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 assts shall be distributed to an entity selected the Board (as defined below) 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 Code and is then 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. Upon the occurrence of the bankruptcy, insolvency, involuntary dissolution, or any similar event of the Member, the membership interest shall immediately terminate and the Member shall cease to be the sole member of this Corporation. Upon termination of the sole membership interest in this Corporation, the then Board of Trustees (defined below) shall exercise all powers formerly exercisable by the Member.

**Section 4.2.** **Confirmation by Member.** Within ten (10) business days after any vote or election by the Board of Trustees (defined below) which requires confirmation by the Member, the Board of Trustees 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 of Trustees 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 Corporation shall be managed by or under the direction of a Board of Trustees (the **"Board of Trustees"** or the **"Board"**). The members of the Board of Trustees (whether one or many, 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 member of the Board of Trustees. 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 (1/3) of the number of voting Trustees then serving or two (2) Trustees, whichever is greater. 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.
## 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 (2/3) 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 VII.
## 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 annual meeting or special meeting of the Board called for that purpose and at which a quorum is present. 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 VIII.
## REGISTERED AGENT AND OFFICE

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

| **Name** | **Address** |
|---|---|
| David J. Hull | Smith, Hulsey, Busey<br>225 Water Street, Suite 1800<br>Jacksonville, Florida 32202 |

## ARTICLE IX.
## 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.

G. the termination of the activities or dissolution of the Corporation.



## ARTICLE X.
## INCORPORATION

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

Emily S. Waugh
Ausley & McMullen
227 South Calhoun Street
Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on April 15, 2009.

Emily S. Waugh
As Incorporator

STATE OF FLORIDA
COUNTY OF LEON

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Emily S. Waugh, 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 15th day of April, 2009.

SANDRA L. SHAFFER
MY COMMISSION # DD 428301
EXPIRES: September 11, 2009
Bonded Thru Notary Public Underwriters

Sandra L. Shaffer
Notary Public
State of Florida at Large
My Commission Expires:

## AGENT'S AFFIDAVIT AND ACKNOWLEDGEMENT OF ACCEPTANCE

I hereby acknowledge and accept the appointment of registered agent for and on behalf of the above-named corporation.

Registered agent(s) signature(s):

David J. Hull
David J. Hull

Sworn to and subscribed before me, the undersigned Notary Public, on this date: April 14, 2009.

**NOTARY NAME MUST BE TYPED OR PRINTED WITH NOTARY #**

Joni Reiser
Notary Signature

Notary Public State of Florida
Joni Reise
My Commission DD493977
Expires 11/28/2009

09 APR 15 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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