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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

TB

OCT - 8 2010

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Marine Cleanup Initiative, Inc

DOCUMENT NUMBER: N09000004975

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

Please return all correspondence concerning this matter to the following:

Donald Voss

(Name of Contact Person)

Marine Cleanup Initiative, Inc.

(Firm/ Company)

323 Leeward Lane, 202

(Address)

Fort Pierce, Florida 34949

(City/ State and Zip Code)

Captain-don@comcast.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Donald Voss

(Name of Contact Person)

at (772) 528-0675

(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 &
Certified Copy
(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

Articles of Amendment
to
Articles of Incorporation
of

Marine Cleanup Initiative, Inc.

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

N09000004975

(Document Number of Corporation (if known))

FILED
2010 OCT -7 AM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 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:

New Registered Office Address:

(Florida street address)

_____, Florida _____
(City) (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

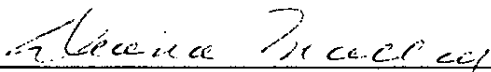
The date of each amendment(s) adoption: September 28, 2010
(date of adoption is required)

Effective date if applicable: _____
(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 September 29, 2010

Signature 
(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)

Diana Malloy
(Typed or printed name of person signing)

President
(Title of person signing)

**Second Amendment of the
Articles Of Incorporation
of
Marine Cleanup Initiative, Inc.**

Article I - Name

The entity shall be a not-for-profit organization known as Marine Cleanup Initiative, Inc., with headquarters in St. Lucie County, Florida.

Article II - Purpose

Marine Cleanup Initiative, Inc. is an organization dedicated to ecological stewardship through education, example and partnerships. It seeks to increase awareness and education of the public of the harmful effects of plastics and debris to aquatic life through cleanup projects.

Article III - Membership

Membership in Marine Cleanup Initiative, Inc. will include receiving our on-line blog, continuous event updates, hyperlinks on the foundation website, social network connections and other such connections.

Article IV - Meetings

The Board of Directors will meet a minimum of two times per year. The Board will meet at other times, as needed.

Article V - Board of Directors

Section 1. Control and conduct of the property and business of the corporation shall be vested in the Board of Directors. The Directors shall determine the Bylaws and Policies of the Corporation.

The Board of Directors shall consist of five (5) non-compensated officers, with full voting rights: a President, a Vice-president, a Secretary, a Treasurer and one (1) additional Director, and two (2) compensated directors, with no voting rights; an Operations Director and a Development Director The presence of three (3) voting

officers at a directors' meeting shall constitute a quorum for the transaction of the corporation's business. The Board of Directors shall have the ability, through a majority vote, to increase, decrease or change the make-up of the Board of Directors, as it sees fit.

Section 2. A Director's term shall be two (2) years.

Section 3. A Director may serve consecutive terms.

Section 4. New Directors are nominated and appointed when current Directors either complete their term, resign or are impeached. Nominees can be introduced by the current Board of Directors or may initiate a request to serve.

Section 5. Impeachment:

- A. Impeachment shall be by vote of the Board of Directors
- B. Impeachment shall be based on insubordination by a board member, misrepresentation of the corporation by a board member or a board member exercising conduct injurious to the corporation.

Article VI - Officers and Directors

Section 1. President: The president will oversee timeliness related to state and federal relations. The President is an officer of the corporation, with full voting rights.

Section 2. Vice-president: The Vice-president will assume responsibilities of the President, should the President be unavailable, resign or be dismissed. The Vice-president is an officer of the corporation, with full voting rights.

Section 3. Secretary: The Secretary is responsible for signing all official documents, taking and keeping the minutes of Board of Directors meetings and records management. The Secretary is an officer of the corporation, with full voting rights.

Section 4. Treasurer: The Treasurer is responsible for keeping the financial records and for signing checks. The Treasurer is an officer of the corporation, with full voting rights.

Section 5. Additional Director: The Board of Directors shall have a fifth (5th) director, who is responsible for such duties as the Board shall determine. This fifth director is an officer of the corporation, with full voting rights.

Section 6. Operations Director: The Corporation will have a Managing Director on the Board of Directors until such time as an Operations Director can be hired and compensated. The Managing Director/Operations Director will see to the day-to-day operations of the corporation. The Operations Director is a director of the corporation

and has no voting rights

Section 7. Development Director: The Development Director is responsible for developing new project and directions for the corporation's programs and for working closely with the Operations Director and the Board of Directors. The Development Director is a director of the corporation and has no voting rights.

Article VII - Dissolution

A. 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.

B. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

C. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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.

- ★ Sections or portions of sections which are underlined represent additions or amendments to the First Amended Articles of Incorporation of Marine Cleanup Initiative, Inc.