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FILED  
09 DEC 18 PM 4:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W09-86442

EP 12/21/09



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

RECEIVED

09 DEC 18 PM 2:00

FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

October 19, 2009

SHERRI L. LAFERRARA  
5915 BENJAMIN CENTER DRIVE  
TAMPA, FL 33634

SUBJECT: AMIKIDS FLORIDA PROPERTIES, INC.  
Ref. Number: W09000046442

We have received your document for AMIKIDS FLORIDA PROPERTIES, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$26.25.

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.")

An effective date may be added to the Articles of Incorporation if a 2010 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return the corrected original and one copy of 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) 245-6062.

Eula Peterson  
Regulatory Specialist II  
New Filing Section

Letter Number: 709A00033335

**ARTICLES OF INCORPORATION  
OF  
AMIKIDS FLORIDA PROPERTIES, INC.**

**FILED**  
09 DEC 18 PM 4:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby files these Articles of Incorporation of AMIKIDS FLORIDA PROPERTIES, INC. with the Florida Secretary of State. These Articles shall be effective upon filing with the Florida Secretary of State. The Corporation shall be a Not-for-Profit Corporation under the laws of the State of Florida.

**ARTICLE I – NAME AND PRINCIPAL OFFICE**

The name of the Corporation shall be AMIKIDS FLORIDA PROPERTIES, INC.

**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), including, without limitation: (a) receiving real or personal property, or both, and (b) subject to the restrictions and limitations in these Articles, using and applying the whole or any part of the income therefrom and the principal thereof exclusively for charitable, scientific, literary or educational purposes either directly or by contributions to organizations under Section 501(c)(3) of the Code, or under a corresponding provision of any subsequent federal tax law.

**Section 3.2. Other Activities.** Subject to the restrictions and limitations in these Articles, the Corporation may engage in all lawful activities that are necessary or desirable to advance the purposes described in this Article and may cooperate with other individuals, organizations, institutions, foundations and agencies having similar purposes.

**Section 3.3. 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 Internal Revenue Code of 1986, 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 3.4. 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 assets shall be distributed to an entity selected by the Board 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 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 (defined below) 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 of the number of voting Trustees then serving or a minimum of two members. 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.

**Section 5.3 Board of Directors.** The names and addresses of the persons who are to serve on the Board for one (1) year until their successors are elected are:

<b><u>Name</u></b>	<b><u>Address</u></b>
Mr. W. Brantley Harvey, Jr.	1001 Craven St. Beaufort, SC 29902
Mr. William R. Myers	1365 Alegriano Avenue Coral Gables, FL 33146
Hon. David B. Mitchell	7871 Bitler Way Hebron, MD 21830
Mr. Newton B. Thomas	8183 West El Cajon Drive Baton Rouge, LA 70815
Mr. O.B. Stander	5915 Benjamin Center Drive Tampa, FL 33634

## **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 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:

<b><u>Name</u></b>	<b><u>Address</u></b>
David J. Hull, Esq.	225 Water Street, Suite 1800 Jacksonville, FL 32202

## **ARTICLE IX – REPORTS**

The Board shall submit to the Member written financial statements and reports detailing the Corporation's operations and any other matter requested by the Member. The reports shall be submitted annually promptly after the end of the Corporation's fiscal year or more frequently as the Member may request.

## **ARTICLE X – 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, unless approved in advance and in writing by the Member.

(g) the termination of the activities or dissolution of the Corporation.

(h) the appointment of a receiver for the Corporation, commencement of bankruptcy proceedings for the Corporation, any general assignment by the Corporation for the benefit of its creditors, or the like.

#### **ARTICLE XI—INCORPORATOR**

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

O.B. Stander  
5915 Benjamin Center Drive  
Tampa, FL 33634

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on December 7, 2009.

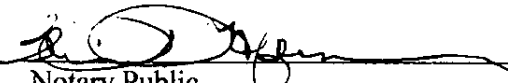


As Incorporator

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, O. B. Stander, to me well known and known to me to be the person who executed the foregoing instrument and acknowledged before me that she 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 7<sup>th</sup> day of December 2009.

  
Notary Public  
State of Florida at Large  
My Commission Expires:





**CERTIFICATE DESIGNATING REGISTERED OFFICER AND AGENT**  
**FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091 and 617.0501, Florida Statutes, the following is submitted:

The Corporation hereby designates David J. Hull, Esq., who is located at 225 Water Street, Suite 1800, Jacksonville, Florida 32202, as its registered agent to accept service of process within this State.

Dated this 7<sup>th</sup> day of December, 2009.



**O.B. Stander**  
As incorporator

Having been named as registered agent to accept service of process for the above Corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 11<sup>th</sup> day of December, 2009.

By   
David J. Hull, Esq.

**FILED**  
09 DEC 18 PM 4:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA