

2/9/2016

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COR AMND/RESTATE/CORRECT OR O/D RESIGN**SUNCOAST AQUATIC NATURE CENTER ASSOCIATES, INC.**

Certificate of Status	0
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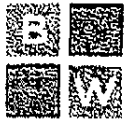
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**BLALOCK
WALTERS**

ATTORNEYS AT LAW

One Main Street, Suite 1000

February 9, 2016

VIA FAX
(850) 617-6380

Re: Suncoast Aquatic Nature Center Associates, Inc.

To Whom It May Concern:

Please see attached the amended and restated articles of incorporation of Suncoast Aquatic Nature Center Associates, Inc. Please note that no directors are listed in the amended and restated articles. Please remove all directors currently listed with the Secretary of State for this entity.

Mark P. Burnettey
Anthony D. Buttrane
Robert C. Blalock
Ann K. Breitinger
Elizabeth P. Bruce
Anne W. Chapman
Jonathan D. Eberle
Dana Carlson Gentry
Alexander K. John
Charles F. Johnson, III
Mary Fobbe LeVine
Jason H. Levy
Mekenna Lutten
Fred L. Madie
Stephen G. Perry
Matthew R. Plummer
Marisa J. Powers
William C. Robinson, Jr.
Scott L. Rodolfo
Jennifer S. Schmitt
Robert S. Stroud
Amanda L. Tullidge
Clifford T. Walters

Best,

Ann Breitinger, Legal Counsel

BLALOCK WALTERS
607 11th Street, Suite 1000
Birmingham, AL 35205



BLALOCK WALTERS
2 North Central Trail
Suite 400
Suncoast, FL 33536



tel. 748.0100 phone
tel. 748.2091 fax
www.blalockwalters.com

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1. No part of the assets or net earnings of the Corporation shall be distributable to, or inure to the benefit of its members, 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 Article II hereof.

2. No substantial part of the organization's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation.

3. The Corporation shall not directly or indirectly participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

4. The Corporation may not pursue objectives or engage in activities which will characterize it as an action organization.

5. Notwithstanding any other provision of these Articles, 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 IRC Section 501(c)(3), or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under IRC Section 170(e)(2), or corresponding section of any future federal tax code

ARTICLE IV MEMBERS

The Corporation shall not have members.

ARTICLE V TERM OF EXISTENCE

This Corporation shall have perpetual existence, or as determined earlier by the laws of the State of Florida, or by the vote of its Directors, as provided in the Bylaws of this Corporation.

ARTICLE VI DISSOLUTION

The assets of the Corporation are dedicated to tax exempt educational and charitable purposes within the meaning of IRC 501(c)(3) described in Article II above. Upon the dissolution of the Corporation, all assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific (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 public purpose. The determination required hereby

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shall be made by the Corporation's Board of Directors in their sole discretion, applying the guidelines set forth herein. Any such assets not disposed of shall be disposed of by the Circuit Court 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 the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII NAME AND ADDRESS OF INCORPORATOR

The name and address of the initial incorporator of the Articles of Incorporation is:

Kenneth D. Doerr
22 S. Links Avenue, Suite 300
Sarasota, FL 34236

ARTICLE VIII DIRECTORS AND OFFICERS OF THE CORPORATION

The affairs of the Corporation shall be managed by its Officers and Board of Directors. The Officers of this Corporation shall be as follows: President/Chief Executive Officer and any other officers with such other duties and tenures as set forth and provided by the Bylaws of the Corporation.

The Board of Directors shall consist of not less than three (3) Directors. The number may be increased as provided in the By-Laws of the Corporation, but shall never be fewer than three (3).

ARTICLE IX AMENDMENT OF THE ARTICLES OF INCORPORATION

A. The Articles of Incorporation may be altered, amended or repealed in whole or in part by two-thirds (2/3) vote of the entire Board of Directors of the Corporation at any duly-called and noticed regular or special meeting. Any Amendments of the Articles of Incorporation, upon the approval by the Secretary of State of Florida and upon filing in the office of the said Secretary of State and paying all required filing fees shall become and be taken as part of, these Articles of Incorporation.

B. Notwithstanding the foregoing Section A, the officers or directors of the Corporation shall not cause any amendment or alteration of the Articles of Incorporation or Bylaws to be made which would alter the intention and purposes expressed in Article II or which would conflict with the provisions of Article III and Article VI of these Articles of Incorporation.

ARTICLE X INDEMNIFICATION (((H16000033921 3)))

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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The Corporation, to the fullest extent permitted by law, has the power to indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the corporation); by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof as more fully set forth in the Bylaws; provided, however, the Corporation shall not indemnify any person who is adjudged to have committed misfeasance, nonfeasance or malfeasance in performance of his or her duties.

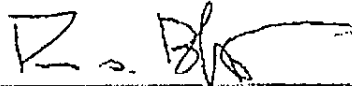
ARTICLE XI AUTHORIZATION

The foregoing Amended and Restated Articles of Incorporation were approved and ratified and requisite number of votes cast by the Directors at a meeting held on September 16, 2015 in accordance with Section 617.0721 and 617.0824 of the Florida Statutes and the Corporation's Bylaws. Therefore, the Secretary of State is hereby requested to approve and file these Amended and Restated Articles of Incorporation in accordance with Chapter 617, Florida Statutes. There are no members.



Paul A. Blackketter, President/CEO

Having been named as registered agent and to accept service of process for the above-stated 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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Paul A. Blackketter

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