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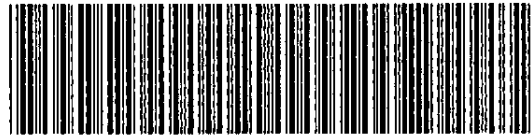
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11 FEB -3 PM 3:30

APPROVED
AND
FILED

VN

11-11-4989

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: The Marine League of Schools, Inc.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: F. Steven Herb, Esquire
Name (Printed or typed)

2070 Ringling Boulevard
Address

Sarasota, FL 34237
City, State & Zip

(941) 366-7550
Daytime Telephone number

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

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 26, 2011

F. STEVEN HERB, ESQ.
2070 RINGLING BOULEVARD
SARASOTA, FL 34237

SUBJECT: THE MARINE LEAGUE OF SCHOOLS, INC.
Ref. Number: W11000004987

We have received your document for THE MARINE LEAGUE OF SCHOOLS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

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) 245-6962.

Valerie Herring
Regulatory Specialist II
New Filing Section

Letter Number: 811A00002246

APPROVED
AND
FILED

11 FEB -3 PM 3:36

ARTICLES OF INCORPORATION
OF
The Marine League of Schools, Inc.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Incorporation are signed by the incorporator for the purpose of forming a corporation not for profit under the provisions of Florida Statutes, Chapter 617, as follows:

ARTICLE 1.

NAME

The name of this Corporation is The Marine League of Schools, Inc.

ARTICLE 2.

PURPOSE

The purpose of the corporation is to:

(a) To administer and support educational organizations that are qualified 501(C)3 organizations.

(b) To benefit qualified 501(c)(3) organizations that deliver curriculum, update curriculum and support services related to the marine industry and to support qualified 501(c)(3) organizations that are providing educational services which enhance the training of individuals in the skills needed in the marine industry.

(c) To support qualified 501(c)(3) charities and educational organizations that serve the marine industry community by promoting and supporting its formation, growth, identity, general well-being, and social and legal rights.

(d) To support education in the maritime and navigation fields through grants, prizes and/or the establishment of professorial chairs at accredited maritime schools including specifically the 501(c)(3) qualified institutions that the Marine League of Schools comprise.

ARTICLE 3

MEMBERSHIP

Members shall consist of all contributors of money to the corporation in furtherance of the purpose for which it was chartered.

ARTICLE 4

TERM

The corporation shall have perpetual existence.

ARTICLE 5.

BOARD OF DIRECTORS

The affairs of the corporation shall be managed by a board of directors consisting of no less than three and no more than twenty. The board of directors shall be elected by the members of the corporation at their annual meeting pursuant to guidelines established by the bylaws. The board of directors shall have the requisite power and authority, which is customarily vested in corporate directors over the business and affairs of the corporation.

ARTICLE 6.

REGISTERED OFFICE AND AGENT

The registered office for this corporation shall be 2070 Ringling Boulevard, Sarasota, Florida 34237. The registered agent shall be NH Business Services, Inc.

ARTICLE 7.

COMPENSATION AND ACTIVITIES

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors or officers, but 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 two hereof. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501(c) (3) of the Internal Revenue Code. The corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles of incorporation, 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 Section 501(c)(3) of the Internal Revenue Code of 1986; or

(b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986.

ARTICLE 8.

NAME & ADDRESS OF INCORPORATOR & PRINCIPAL PLACE OF BUSINESS

The name and address of the incorporator and principal place of business is as follows:

Michael New
Director, Educational Services
America Boat and Yacht Council
613 Third Street, Suite 10
Annapolis, MD 21403

ARTICLE 9.

OFFICERS

The board of directors shall be governed by a president, vice president, secretary, treasurer

and any other officers who may be established by the bylaws of the corporation. The officers will be elected by the directors at the annual meeting in accordance with the bylaws.

ARTICLE 10.

INITIAL BOARD OF DIRECTORS

The first board of directors will consist of five persons and they will serve until their successors are appointed. The names and addresses of the initial board of directors shall be:

Ann Avary, Marine League Chair
Skagit Valley College, Anacortes Campus
1606 R Avenue
Anacortes, WA 98221

Skip Burdon, President
613 Third St., Suite 10
Annapolis, MD 21403

Jorge Guerra
Provost
Broward College
Judson A. Samuels South Campus
7200 Pines Blvd. Pembroke Pines, FL 33024

Bob Turcotte
Director
The Boat School
16 Deep Cove Rd.
Eastport, ME 04631

Bob Perkins, Director
Marine Education & Training Center Honolulu Community
University of Hawaii
#10 Sand Island Parkway
Honolulu, HI 96819

Rusty Bragg
Program Manager
Rappahannock Community College 52 Campus Drive
Warsaw, VA 22572

ARTICLE 11.

BYLAWS

The bylaws of this corporation shall be made, altered, or rescinded by the board of directors at any regular or special meeting held in accordance with the bylaws.

ARTICLE 12.

AMENDMENT OF ARTICLES OF INCORPORATION

These articles of incorporation may be amended from time to time by a resolution adopted by two-third of the voting power of the board of directors; provided however, that these articles of incorporation shall not be amended to permit the corporation to engage in any activity prohibited in article seven.

ARTICLE 13.

DISSOLUTION

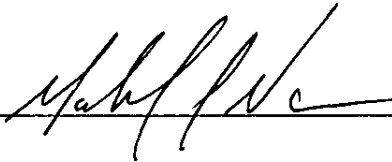
Upon the dissolution of the corporation the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing those assets exclusively for charitable purposes in such manner or to such organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as exempt under Section 501(c)(3) and as other than a private foundation under Section 509(a) of the Internal Revenue Code of 1986 as the board of directors shall determine. Any assets not so disposed of shall be disposed of by the court which has general jurisdiction for the country in which the principal office of the corporation shall then be located, exclusively for such charitable purposes or to such charitable organization or organizations described in Section 501(c)(3) as the court shall select.

ARTICLE 14.

DEFINITIONS

For purposes of these articles, "charitable purposes" includes educational, religious, scientific, public and other purposes contributions for such are deductible under Section 170(c)(1) and (2)(B) of the Internal Revenue Code of 1986 and "qualified charitable organization" means an organization which is described in Section 170(c)(1) or (2) of the Code. Any reference in these articles to a section of the Internal Revenue Code of 1986 shall be deemed to include the corresponding provision or provisions of any applicable future Internal Revenue Code.

IN WITNESS WHEREOF, the incorporator has signed these articles of incorporation on Dec 31, 2010.

A handwritten signature in cursive script, appearing to read 'M. H. P.', is written over a horizontal line.

Acceptance:

I hereby agree, as Registered Agent, to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law. I am familiar with and accept the obligations of the position of registered agent.

NELSON HESSE BUSINESS SERVICES, INC.



Registered Agent

APPROVED
AND
FILED

11 FEB - 3 PM 3:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA