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N11153

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BASIC AMENDMENT

GULF COAST MARINE INSTITUTE, INC.

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Amended & Restated

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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

September 25, 2002

GULF COAST MARINE INSTITUTE, INC.
ASSOCIATED MARINE INSTITUTES
5915 BENJAMIN CENTER DRIVE
TAMPA, FL 33634

SUBJECT: GULF COAST MARINE INSTITUTE, INC.
REF: N11153

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

Please return 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) 245-6880.

Karen Gibson
Document Specialist

FAX Aud. #: H02000202269
Letter Number: 702A00054388

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
GULF COAST MARINE INSTITUTE, INC.**

These Amended and Restated Articles of Incorporation were unanimously adopted by the Board of Directors of the Corporation at a meeting held on September 10, 2002. There are no Members entitled to vote on the Amended and Restated Articles of Incorporation. The Amended and Restated Articles of Incorporation, as set forth below, supersede the original Articles of Incorporation and all amendments to it.

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ARTICLE I - NAME

The name of this Corporation shall be Gulf Coast Marine Institute, 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, including, without limitation, the following:

- a. Rehabilitation of delinquent and dependent youth by providing education, training, discipline and productive work;
- b. Conducting education and rehabilitation programs for dependent, delinquent and other problem youth; and
- c. Receiving real or personal property, or both, and 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, religious, scientific, literary or educational purposes either directly or by contributions to

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organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, 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 Florida law except that it shall not, principally for financial gain, undertake any project of a type commonly performed by profit making enterprises. It may undertake an activity for financial gain only if and to the extent the activity will promote the Corporation's primary purposes of education, rehabilitation and research. In order to ensure that activities are not undertaken unless they meet this standard, the Corporation shall, in selecting new projects, conform to the selection and evaluation policies or procedures recommended or adopted by the Board of Trustees of Associated Marine Institutes, Inc. ("AMI").

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

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provision of these Articles, however, 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(c), 170(b)(1)(A), 2055(a) and 2522(a) of the Internal Revenue Code of 1986 or the corresponding provision of any future Federal Tax Law. Any references to the Internal Revenue 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 shall pay all liabilities of the Corporation and shall distribute the remaining assets to one of the following entities as determined by the Board: (a) AMI or (b) the Associated Marine Institutes Foundation, Inc. (the "AMI Foundation") if the AMI Foundation is then qualified as an exempt organization under section 501(c)(3) of the Internal Revenue Code and is then described in Section 170(c), 170(b)(1)(A), 2055(a) and 2522(a) of the Internal Revenue Code. If the AMI Foundation is not then so qualified and described then the Board of Trustees shall distribute the remaining assets to AMI or any entity designated by AMI that is so qualified and described and, if there is none, then to an entity selected by the Board of Trustees that is so qualified and described.

ARTICLE IV – INCORPORATOR

The names and addresses of the incorporators of this Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
David J. Hull	Post Office Box 4099 Jacksonville, FL 32201
Randall J. Marker	Post Office Box 4099 Jacksonville, FL 32201
Kathleen Saveberg	Post Office Box 4099 Jacksonville, FL 32201

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ARTICLE V-MANAGEMENT OF AFFAIRS-BOARD OF TRUSTEES

Section 5.1. The affairs of the Corporation shall be managed by a Board of Trustees, consisting of not less than three (3) persons, INCLUDING THE Chairman of the Board and such other persons and officers as may be provided in the Bylaws.

Section 5.2. Members of the Board of Trustees shall be elected and hold office in accordance with the Bylaws.

Section 5.3. The names and addresses of the persons who are to serve on the Board until their successors are elected, are:

<u>NAME</u>	<u>ADDRESS</u>
\ June Barber	5705 25 th St. W., Bradenton, FL 34207
\ Creighton Beddow	PO Box 68, Palmetto, FL 34220
\ Robert Boast	4827 14 th Street, Bradenton, FL 34207
Elizabeth Carney	PO Box 1849, Bradenton, FL 34206
Thomas Denslow	2813 Riverview Blvd., Bradenton, FL 34205
Bob Fearon	PO Box 1121, Bradenton, FL 34206
Tom Hannon	303 13 th Ave. East, Bradenton, FL 34208
Chris Hayo	3610 2 nd Ave. W, Brad, FL 34205
Mark Haas	611 26 th St. W., Brad., FL 34205
Major Jeffrey Lewis	Bradenton Police Department
\ Remonia Lewis	207 60 th Ave. East, Apt. A, Brad, FL 34203
Eloise Lisch	215 25 th Street West, Bradenton, FL 34205
John Marcin	2003 Cortez Rd. West, Bradenton, FL 34207
Dr. Mitchell Massie	311 Manatee Ave., Brad., FL 34208
Bruce Meade	515 11 th Street West, Bradenton, FL 34205
Elliott Metcalfe	2071 Ringling Blvd., Sarasota, FL 34237
\ Mark Nelson	2808 Manatee Ave. W, Bradenton, FL 34205
Michelle Weaver	Caller Service 25015, Bradenton, FL 34206
Charles Wells	515 11 th Street West, Bradenton, FL 34205

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ARTICLE VI - EXECUTIVE COMMITTEE

The Board of Trustees shall have an Executive Committee which shall consist of the Chairman of the Board and at least two Board members and not less than two additional members as provided in the Bylaws of the Corporation. The Executive Committee shall have and may exercise all the powers of the Board between meetings of the Board.

ARTICLE VII - OFFICERS

The officers of the Corporation shall be a Chairman of the Board of Trustees, and such other officers as set forth in the Bylaws of the Corporation. The election of officers; their terms of office; the persons who may serve in an office and their duties and responsibilities shall be controlled by the Bylaws of the Corporation.

The officers who will serve until their successors are elected are:

<u>NAME</u>	<u>POSITION</u>	<u>ADDRESS</u>
Mark Nelson	Chairman	2808 Manatee Ave. W, Bradenton, FL 34205
June Barber	President	5705 25 th St. W., Bradenton, FL 34207
Tom Hannon	Vice President	303 13 th Ave. East, Bradenton, FL 34208
Remonia Lewis 34203	Sec/Treasurer	207 60 th Ave. East, Apt. A, Bradenton, FL

ARTICLE VIII - ADOPTION AND CHANGE OF BYLAWS

Section 8.1 The Board of Trustees of this Corporation or Executive Committee may adopt such Bylaws for the conduct of its business as it may deem necessary from time to time.

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Section 8.2 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 AMI, 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 by the AMI following the Board's vote, in which case the Bylaw amendment shall be effective on the date of AMI'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 special meeting of the Board. If the Board adopts a Bylaw amendment that has not been approved in advance by the AMI, then within ten (10) days after such vote the Board shall submit to the AMI a written request for AMI's approval of that amendment. If AMI approves the amendment, AMI shall provide to the Board 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 AMI.

ARTICLE IX - PRINCIPAL OFFICE

The principal office and mailing address of the Corporation shall be 301 7th Street East, Bradenton, Florida 34208.

ARTICLE X - REGISTERED AGENT AND OFFICE

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

<u>NAME</u>	<u>ADDRESS</u>
David J. Hull	225 Water St., Suite 1800 Jacksonville, FL 32201


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ARTICLE XI – NON-STOCK CORPORATON AND NO MEMBERS

This Corporation is organized under a non-stock basis and shall have no members.

IN WITNESS WHEREOF, Gulf Coast Marine Institute, Inc. has caused these Amended and Restated Articles of Incorporation to be signed in its name by its Chairman on September 17, 2002:



Mark Nelson
Chairman

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