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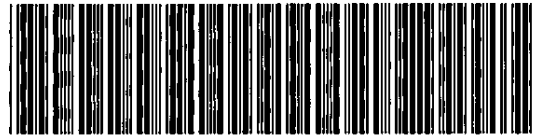
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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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*Amend & Rest.*

C. Coulette JUL 10 2006

# AUSLEY & MCMULLEN

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July 10, 2006

## VIA HAND DELIVERY

Florida Department of State  
Division of Corporations  
2661 Executive Center Circle West  
Tallahassee, Florida 32301

RE: Gulf Coast Marine Institute, Inc.

Dear Sir or Madam:

Enclosed for filing are the Articles of Amendment and Restatement to the Second Amended and Restated Articles of Incorporation of Gulf Coast Marine Institute, Inc.

Enclosed is our firm's check in the amount of \$43.75 for the filing fee and for a certified copy. Also enclosed is an extra copy of the Articles of Amendment to be date-stamped by your office.

Thank you for your assistance. Please call if you have any questions.

Sincerely,



Emily S. Waugh

ESW/jg

Enclosures

**ARTICLES OF AMENDMENT AND RESTATEMENT  
FOR  
GULF COAST MARINE INSTITUTE, INC.**

Gulf Coast Marine Institute, Inc. (the "**Corporation**") adopts the attached Second Amended and Restated Articles of Incorporation of Gulf Coast Marine Institute, Inc. as set forth below.

The Corporation does not have any members.

The Board of Trustees voted to adopt the attached Second Articles of Amendment and Restatement and to file the attached Second Amended and Restated Articles of Incorporation with the Florida Department of State. The foregoing vote occurred at a duly noticed meeting of the Board of Trustees held on June 20, 2006, at which a quorum was present. The number of votes cast for the Second Amended and Restated Articles of Incorporation was sufficient for approval.

DATED June 20, 2006.

**GULF COAST MARINE INSTITUTE, INC.**

By: Eloise Lisch  
Eloise Lisch  
As Chair, Board of Trustees

By: Remonia J. Lewis  
Remonia J. Lewis  
As Secretary-Treasurer

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
06 JUL 10 PM 4:53  
FILED

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

The undersigned incorporator hereby files these Second Amended and Restated Articles of Incorporation of Gulf Coast Marine Institute, Inc. with the Florida Department of State. These Articles shall be effective upon the filing of these Second Amended Articles with the Florida Department of State. These Articles shall supersede all previous articles of incorporation. The Corporation shall be a Florida Not-for-Profit Corporation under the laws of the State of Florida, Chapter 617.

**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:

Rehabilitation of delinquent and dependent youth by providing education, training, discipline and productive work;

Conducting education and rehabilitation programs for dependent, delinquent and other problem youth; and

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, scientific, literary or educational purposes

either directly or by contributions to 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.

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, 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(b)(1)(A), 170(c), 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 as set forth herein:

(a) If the facility located at 906 Street West, Palmetto, Florida ("**Facility**") is among the remaining assets, then the Facility, or the proceeds from the sale of the Facility, shall be distributed, as determined by the Board, to any organization, including without limitation AMI and the Associated Marine Institutes Foundation, Inc. ("**AMI Foundation**"), which at the time of distribution is a Qualified Recipient (defined below).

(b) Each of the other remaining assets shall be distributed, as determined by the Board, to AMI or to AMI Foundation; however, if neither AMI nor AMI Foundation is a Qualified Recipient at the time of distribution, 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 and, in the absence of such designation, then to an entity selected by the Board that is a Qualified Recipient at the time of distribution.

For purposes of this Article, "**Qualified Recipient**" means an organization which is an exempt organization under Section 501(c)(3) of the Internal Revenue Code (the "**Code**") and is then described in Sections 170(b)(1)(A), 170(c), 2055(a) and 2522(a) of the Code.

#### **ARTICLE IV – NON-STOCK CORPORATION AND MEMBERS**

**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.

**Section 4.2. Confirmation by Member.** Within ten (10) business days after any vote or election by the Board which requires confirmation by the Member, the Board 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 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. General.** The affairs of the Corporation shall be managed by a Board of Trustees, consisting of not less than three (3) persons having the right to vote, including the Chair of the Board and at least two (2) other persons elected by the Board. The Board may authorize and elect more than three (3) Trustees. The Executive Director shall be a non-voting member of the Board.

**Section 5.2. Election of Trustees.** The Trustees shall be elected by the Board at the annual meeting or at any special meeting of the Board. At least thirty (30) days prior to the election, the Nominating Committee shall submit a slate of one nominee for each Trustee position to be elected. The Board may also accept: (a) nominations from AMI at or in advance of the election, and (b) nominations from the floor by a Trustee.

**Section 5.3. Voting.** A quorum of the Board shall consist of one-third of the number of voting Trustees then serving under Section 5.1. The affirmative vote of a majority of the Trustees present shall constitute the act of the Board unless otherwise required by the Articles of Incorporation or Bylaws.

**Section 5.4 Removal of Trustees.** 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 Trustee. If a Trustee is removed by the Member, then the Member shall appoint the successor Trustee who shall take office upon appointment; under all other circumstances the Board shall elect a successor Trustee who shall take office upon his/her election.

#### **ARTICLE VI - COMMITTEES**

**Section 6.1 Executive Committee.** The Board of Trustees shall have an Executive Committee which shall consist of the Chair of the Board and at least two (2) Board members who shall be elected by the Board and who shall serve at the pleasure of the Board as provided in the Bylaws. The Executive Committee shall have and may exercise all the powers of the Board between meetings of the Board, except as otherwise provided by Florida law or the Bylaws.

**Section 6.2 Other Committees.** The Board shall designate a Nominating Committee and may designate other committees as provided in the Bylaws or by resolution. Each committee must have two (2) or more members to serve at the pleasure of the Board. Each such committee shall exercise those powers designated in the Bylaws or in the resolution forming the committee.

#### **ARTICLE VII - OFFICERS**

**Section 7.1 Executive Director.** The Corporation shall have an Executive Director who shall be the chief operating officer of the Corporation. The Member will provide candidates for the Executive Director and the Board shall select the Executive Director from those candidates. If the Board does not select the Executive Director within a reasonable time, the Member shall appoint the Executive Director. Either the Board or the Member may remove the Executive Director, with or



without cause. The Executive Director shall perform the duties and responsibilities as set forth in the Bylaws.

**Section 7.2 Other Officers.** The remaining officers of the Corporation shall be a Chair of the Board 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.

#### **ARTICLE VIII – AMENDMENTS TO ARTICLES OF INCORPORATION**

**Section 8.1 Amendment to Section 3.4(a).** The Member may amend Section 3.4(a) of the Articles of Incorporation provided the proposed amendment has been 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.

**Section 8.2 Amendments to Other Provisions.** Section 3.4(a) of the Articles may only be amended in accordance with Section 8.1 above. Otherwise, the Member may amend or rescind the Articles of Incorporation. The Board of Trustees may propose that the Member consider one or more amendments if each such proposed amendment has been 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 IX - 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 two-thirds (2/3) vote of the Trustees at any properly noticed annual or special meeting of the Board. 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 X - PRINCIPAL OFFICE**

The principal office and mailing address of the Corporation shall be 906 Street West, Palmetto, Florida 34221.

#### **ARTICLE XI - 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	225 Water Street, Suite 1800 Jacksonville, Florida 32202

#### **ARTICLE XII - 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 within ninety (90) calendar days after the end of the Corporation's fiscal year or more frequently as the Member may request.

**ARTICLE XIII – 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 or merger or acquisition of any other entity.
- 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.
- 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.

IN WITNESS WHEREOF, these Second Amended and Restated Articles of  
Incorporation have been duly approved on June 20, 2006

C. J. A. Thi  
Witness

Mark A. J.  
Witness

Mark Bass  
Witness

Ch. Steven  
Witness

Eloise Lisch  
**Eloise Lisch**  
As Chair, Board of Trustees

Remonia J. Lewis  
**Remonia J. Lewis**  
As Secretary-Treasurer