

N120000003951

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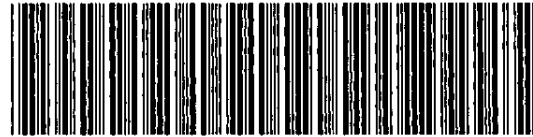
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*Amend*

FILED  
12 JUN 27 AM 10:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1 JUL 09 2012  
T. ROBERTS

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: FRIENDS OF THE FLORIDA MARITIME MUSEUM, INC

DOCUMENT NUMBER: N12000003951

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

ANGEL COLONNESO

(Name of Contact Person)

MANATEE COUNTY CLERK OF COURT

(Firm/ Company)

1115 MANATEE AVE W

(Address)

BRADENTON, FL 34205

(City/ State and Zip Code)

BOOKKEEPING@MULOCKLAW.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

LINDA J MASON, CPA at 941 748-2104

(Name of Contact Person)

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |   |  |   |  |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>Enclosed) |
|---|--|---|--|

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Articles of Amendment  
to  
Articles of Incorporation  
of

FILED

12 JUN 27 AM 10:11

FRIENDS OF THE FLORIDA MARITIME MUSEUM, INC

(Name of Corporation as currently filed with the Florida Dept. of State)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N12000003951

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

\_\_\_\_\_ The new  
name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc."  
"Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: \_\_\_\_\_

\_\_\_\_\_  
(Florida street address)

New Registered Office Address:

\_\_\_\_\_, Florida \_\_\_\_\_  
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

\_\_\_\_\_  
Signature of New Registered Agent, if changing

(Attach additional sheets, if necessary)

*P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.*

*Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.*

<u>X</u> Change	<u>PT</u>	<u>John Doe</u>
<u>X</u> Remove	<u>V</u>	<u>Mike Jones</u>
<u>X</u> Add	<u>SV</u>	<u>Sally Smith</u>

Address

(attach additional sheets, if necessary). (Be specific)

(attach additional sheets, if necessary). (Be specific)  
REPLACE ENTIRE ARTICLES (ARTICLES OF AMENDMENT)

The date of each amendment(s) adoption: MAY 24, 2012

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated \_\_\_\_\_

Signature \_\_\_\_\_

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

\_\_\_\_\_  
(Typed or printed name of person signing)

\_\_\_\_\_  
(Title of person signing)

ARTICLES OF AMENDMENT  
TD  
**ARTICLES OF INCORPORATION  
OF  
FRIENDS OF THE FLORIDA MARITIME MUSEUM INC.**

I, the undersigned, do hereby subscribe my name to these Articles of Incorporation for the purpose of creating a Corporation, not-for-profit in nature and purpose, in accordance with Chapter 617, Florida Statutes, as now in force or hereafter amended.

**ARTICLE I  
NAME, ADDRESS AND INITIAL REGISTER AGENT AND OFFICE**

The name of the Corporation shall be Friends of The Florida Maritime Museum Inc. ("Corporation"). The address of the Corporation's principal place of business, and its mailing address is 4415 119<sup>th</sup> Street West, P.O. Box 100 Cortez, Florida 34215. The street address of the initial register agent is 1115 Manatee Avenue West, Bradenton, Florida 34205, and the name of the initial registered agent is R.B. "Chips" Shore, Manatee County Clerk of Circuit Court and Comptroller.

**ARTICLE II  
OBJECTIVES AND PURPOSES**

The general objectives and purposes of this Corporation shall be:

1. The Corporation is organized exclusively for religious, charitable, scientific, literary and educational purposes, including for such purposes, the making of distributions to organization that qualify as exempt organization under Section 501 (c) 3 of the Internal Revenue Code, or the corresponding provision of any future Federal tax code.
2. The promotion and preservation of the maritime history of Cortez, Manatee County and the Marine Coasts of Florida; and education of the public on the aforementioned.
3. To create an environment for the Corporation that supports and rewards honesty, integrity and trust.
4. To establish and publish rules and regulations governing:
  - a. The adoption and publication of Bylaws; and
  - b. The adoption of the corporate seal
5. To enter into contractual agreements, including but not limited to the lease, purchase and sale, of any and all kinds of real and personal property which may be necessary or appropriate for any of the foregoing objectives and purposes and enter into agreements with persons or agents for the provision of professional services relating to the foregoing objectives and purposes.

6. To borrow money and mortgage, pledge, encumber, or otherwise hypothecate assets of the Corporation as security therefore.
7. To employ the foregoing general purpose and objectives as guidelines, which are not to be construed as limitations. Said purposes may from time to time be changed through lawful procedures as directed by a vote of the Corporations' Directors in accordance with its published or adopted By-laws. This Corporation shall also have all other common law and statutory powers as are provided by the laws of the State of Florida under which this Corporation as a Corporation is organized.
8. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code (or corresponding section of any future Federal tax code), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

### **ARTICLE III TERM OF EXISTENCE**

Pursuant to the provisions of Section 617.0123, Florida Statutes, this Corporation shall begin existence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. 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 IV NAMES AND ADDRESS OF INCORPORATOR**

Angelina M. Colonnese, General Counsel

1115 Manatee Ave. W.  
Bradenton, FL 34205

### **ARTICLE V DIRECTORS 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, Vice President, Secretary-Treasurer, and such other officers with such other duties as tenures as set forth and provided by the Bylaws of the Corporation.

The Board of Directors shall consist of not less than three (3) nor more than nine (9) Directors who shall be elected, qualified as to their membership and hold office in accordance with the provisions of the Bylaws of this Corporation.



**ARTICLE VI  
NAMES OF INITIAL DIRECTORS AND OFFICERS**

Directors: Richard B. Shore, Christine Clyne, Angel Colonnese, Dan Wolfson,  
Cathy Slusser

Officers: President: R.B. Shore; Vice President: Dan Wolfson; Secretary-  
Treasurer: Christine Clyne

**ARTICLE VII  
AMENDMENT OF THE ARTICLES OF INCORPORATION**

Notwithstanding any other Article of these Articles of Incorporation, the Corporation:

- A. Shall distribute its income, if any, for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code (or corresponding section of any Future Federal tax code)
- B. Will not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code (or corresponding section of any Future Federal tax code)
- C. Will not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code (or corresponding section of any Future Federal tax code)
- D. Will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code (or corresponding section of any Future Federal tax code)
- E. Will not make any expenditures as defined in Section 4945 (d) of the Internal Revenue Code (or corresponding section of any Future Federal tax code)

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its trustees, 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 Section 501(c)3 purposes. 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 or in opposition to any candidate for public office.

## **Conflict of Interest Policy**

### **Article VIII: Purpose.**

The purpose of this conflict of interest policy is to protect Friends of the Florida Maritime Museum, Inc.'s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **Article IX: Definitions**

#### **1. Interested Person**

Any director, principal officer, or member of a committee with governing board delegated powers, which has a direct or indirect financial interest, as defined below, is an interested person.

#### **2. Financial Interest**

A person has a financial interest if the person has directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which Friends of The Florida Maritime Museum Inc. has a transaction or arrangement,
- b. A compensation arrangement with Friends of The Florida Maritime Museum Inc. or with any entity or individual with which Friends of The Florida Maritime Museum, Inc has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which Friends of The Florida Maritime Museum, Inc.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article XI, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **Article X: Procedures**

#### **1. Duty To Disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

### **Article XI: Procedures, cont.**

#### **2. Determining Whether a Conflict of Interest Exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

#### **3. Procedures for Addressing the Conflict of Interest**

- a. An interested party may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement.
- b. The chairperson of the governing board or committee shall if appropriate, investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether Friends of The Florida Maritime Museum, Inc. can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in Friends of The Florida Maritime Museum, Inc.'s best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### **4. Violations of the Conflicts of Interest Policy**

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged conflict of interest.
- b. If after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

### **Article XII** **Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board or committee's decision as to whether a conflict of interest did in fact exist
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, and a record of any votes taken in connection with the proceedings.

### **Article XIII** **Compensation**

- a. A voting member of the governing board who receives compensation, directly or indirectly from Friends of The Florida Maritime Museum, Inc., for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly,

from Friends of The Florida Maritime Museum, Inc., for services is precluded from voting on matters pertaining to that member's compensation.

- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from Friends of The Florida Maritime Museum, Inc., either individually or collectively, is prohibited from providing any information to any committee regarding compensation.

#### **Article XIV** **Annual Statements**

Each director, principal officer and member of a member of a committee with governing board-delegated powers shall annually sign a statement, which affirms such a person:

- a. Has received a copy of the conflicts of interest policy
- b. Has read and understands the policy
- c. Has agreed to comply with the policy, and
- d. Understands Friends of The Florida Maritime Museum, Inc is charitable and in order to maintain its' federal tax exemption it must engage primarily in activities which accomplish one or more of its tax exempt purposes

#### **Article XV** **Periodic Reviews**

To ensure that Friends of The Florida Maritime Museum, Inc operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and arrangements are reasonable, based on competent survey information, and the result of arms length bargaining.
- b. Whether partnerships, joint ventures and arrangements with management organizations conform to Friends of The Florida Maritime Museum, Inc. written policies, are properly recorded, reflect reasonable investment or payment for goods or services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess private benefit transaction

**Article XVI**  
**Use of Outside Experts**

When conducting the periodic reviews as provided for in Article XV, Friends of The Florida Maritime Museum, Inc may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

**ARTICLE XVII**  
**DISSOLUTION**

In the event the Corporation is dissolved by either voluntary or involuntary means, 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, education, 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 shall be made by the Corporation's Board of Directors in their sole discretion, applying the guidelines set forth herein. Any such assets no so disposed of shall be disposed of by a Court of Competent jurisdiction 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 said Court shall determine, which are organized and operated exclusively for such purposes.

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 statues regulating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.

A handwritten signature in dark ink, appearing to read 'R.B. SHORE', written over a horizontal dashed line.

R.B. "CHIPS" SHORE  
CLERK OF CIRCUIT COURT AND COMPTROLLER