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Amend  
@ 5/6/14

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Ocean's Daughter Conservation Alliance INC

**DOCUMENT NUMBER:** N13000007161

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

Please return all correspondence concerning this matter to the following:

**Heather Blackall**

(Name of Contact Person)

**Ocean's Daughter Conservation Alliance INC**

(Firm/ Company)

**2228 Edelweiss Loop**

(Address)

**Trinity, FL 34655**

(City/ State and Zip Code)

**OceansDaughterConservation@gmail.com**

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

For further information concerning this matter, please call:

**Heather Blackall**

(Name of Contact Person)

at ( **615** ) **507-5194**

(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

Ocean's Daughter Conservation Alliance Inc

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

N13000007161

(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:**

N/A

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:

(City)

Florida

(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

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**If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:**

*(Attach additional sheets, if necessary)*

*Please note the officer/director title by the first letter of the office title:*

*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.*

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	<u>N/A</u>	_____	_____
<input type="checkbox"/> Add		_____	_____
<input type="checkbox"/> Remove		_____	_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add		_____	_____
<input type="checkbox"/> Remove		_____	_____
3 ) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add		_____	_____
<input type="checkbox"/> Remove		_____	_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add		_____	_____
<input type="checkbox"/> Remove		_____	_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add		_____	_____
<input type="checkbox"/> Remove		_____	_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add		_____	_____
<input type="checkbox"/> Remove		_____	_____

**E. If amending or adding additional Articles, enter change(s) here:**  
(attach additional sheets, if necessary). (Be specific)

In Article III, the purpose should be revised to read, "Ocean's Daughter Conservation Alliance is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. Ocean's Daughter Conservation Alliance's purpose is to promote, protect, and preserve marine life through science-based research endeavors and empowering the general public with ocean literacy awareness campaigns."

Article IV as it is currently, needs to become article V, and shall read, "The manner in which directors are elected or appointed is: As provided for in the by-laws."

The new Article IV needs to be NONPROFIT NATURE, and read as follows, "4.01 - Ocean's Daughter Conservation Alliance is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code. No part of the net earnings of Ocean's Daughter Conservation Alliance shall inure to the benefit of, or be distributable to its members, trustees, 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" (cont'd on next page)

(Cont'd from page 3 of 4)

"furtherance of the purposes set forth in the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by any organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Ocean's Daughter Conservation Alliance is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

#### 4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of Ocean's Daughter Conservation Alliance of any nature whatsoever, nor shall any property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

#### 4.03 Dissolution

Upon termination or dissolution of Ocean's Daughter Conservation Alliance, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of Ocean's Daughter Conservation Alliance hereunder shall be selected by the discretion of a majority of the managing body of Ocean's Daughter Conservation Alliance and if its members cannot so agree, the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against Ocean's Daughter Conservation Alliance by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets

lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

#### 4.04 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by (I) by a corporation exempt from federal income tax as an organization described by section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.”

Article V as it is currently written is to become Article VI.

Article VI as it is currently written is to become Article VII.

Article VII as it is currently written is to become Article VIII.

Article VIII as it is currently written is to become Article IX.

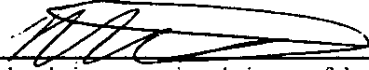
The date of each amendment(s) adoption: April 24, 2014, if other than the date this document was signed.

Effective date if applicable: April 24, 2014  
(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 04/24/2014

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)

Heather Blackall

(Typed or printed name of person signing)

President

(Title of person signing)