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KRAMER, SOPKO & LEVENSTEIN, P.A.

ROBERT S. KRAMER
JAMES SOPKO
Board Certified Tax Lawyer
Board Certified Wills, Trust
and Estates Lawyer
RICHARD H. LEVENSTEIN
Board Certified Business Litigation Lawyer
MELISSA J. CLASEN
ABBY M. SPEARS
JOHN K. COPELAND — *OF COUNSEL*

2300 SE MONTEREY ROAD, STE 100
STUART, FLORIDA 34996
POST OFFICE BOX 2421
STUART, FLORIDA 34995

(772) 288-0048
FAX (772) 288-0049
BOCA RATON: (561) 392-7887
e-mail: JSopko@kslattorneys.com

January 28, 2016

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

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DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE
FEB - 1 1 2016

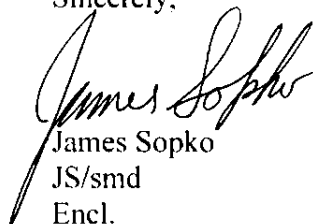
RE: Passion Sea, Inc.
Our File No. 12612.01

Dear Amendment Section:

Enclosed is the Amendment and Restatement of Articles of Incorporation of Passion Sea, Inc., a Not-For-Profit Corporation, for filing with the Division of Corporations. Also enclosed is a check in the amount of \$35.00 made payable to the Florida Department of State in payment of the filing fee for the Amendment.

If you have any questions or require additional information, please contact me.

Sincerely,


James Sopko
JS/smd
Encl.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
16 FEB - 1 11:57 AM

**AMENDMENT AND RESTATEMENT OF
ARTICLES OF INCORPORATION
OF
PASSION SEA, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION**

The Articles of Incorporation for Passion Sea, Inc. filed on February 16, 2015, are hereby amended and restated in their entirety as follows:

ARTICLE I

NAME

The name of this corporation shall be:

PASSION SEA, INC.

ARTICLE II

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE III

PURPOSE

- A. This Corporation is organized exclusively for charitable, scientific and educational purposes. Included in those purposes is the education of people, with an emphasis on children in the United States and throughout the world of the crisis facing the health of our oceans and waterways from pollutions and misuse.
- B. Notwithstanding any other provision contained in these Articles of Incorporation, this Corporation shall only conduct activities permitted to be carried on by an organization for one or more of the purposes set forth in Section 501(c) Internal Revenue Code of 1986 or successor section.
- C. Notwithstanding any other provision contained in these Articles of Incorporation, this Corporation is specifically prohibited from engaging in any activities which are

not in furtherance of its charitable, scientific and educational purpose set forth in paragraph A above.

- D. This Corporation, not for profit, shall have the power to acquire by gift, devise, bequest, purchase, lease or otherwise, and to hold, own, occupy, use, manage, improve, develop, maintain, lease, sell, mortgage, transfer, invest in or reinvest in, or otherwise deal with any real or personal property of whatever kind and description and wherever situated, or with any estate or interest, legal or equitable, in the property, or to borrow money and to make, accept, endorse, execute and issue promissory notes and other obligations in payment for property acquired or money borrowed; and to do all other acts as are necessary or convenient to carry out the purposes of this Corporation.
- E. This Corporation, not for profit, may conduct and transact any activity lawfully authorized and not prohibited by Chapter 617, Florida Statutes, entitled "The Florida Not For Profit Corporation Act", as the same may be, from time to time, amended.

ARTICLE IV

MEMBERSHIP

A. This Corporation is authorized to issue membership in this Corporation as authorized in Section 617.0601 of the Florida Statutes. The members of this Corporation at all times and from time to time shall be the individuals who demonstrate support for the charitable, scientific and educational purposes. The initial members shall be the initial members of the Board of Directors.

ARTICLE V

ADDRESS OF PRINCIPAL OFFICE

The principal office and the mailing address of this corporation shall be:

111 West Bears Club Drive
Jupiter, FL 33477

ARTICLE VI
REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of this corporation is:

James Sopko
2300 SE Monterey Road, Suite 100
Stuart, FL 34996

ARTICLE VII
DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than three (3). The qualifications of members of the Board of Directors and the manner of their election will be prescribed by the By-Laws of the corporation. The names and addresses of the initial Directors of this corporation are:

Helga M. Piaget
111 West Bears Club Drive
Jupiter, FL 33477

Sandro R. Piaget
111 West Bears Club Drive
Jupiter, FL 33477

Fiona P. Tan
111 West Bears Club Drive
Jupiter, FL 33477

ARTICLE VIII
AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the members and approved at a members' meeting by at least a majority of the membership entitled to vote, unless all of the directors and all of the members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE IX

LIMITATION ON THE DISTRIBUTION OF
CORPORATE ASSETS AND NET EARNINGS

- A. No part of the Corporation's net earnings shall inure to the benefit of, or be distributable to, its directors, members, officers or other private individuals as prescribed in applicable Treasury Regulations, provided, however, the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.
- B. In the event of the Corporation's dissolution, the Corporation's residual assets will be (i) distributed for one or more exempt purposes for which this Corporation was organized, (ii) turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, or Successor Sections, or (iii) distributed to Federal, State, or local government exclusively for public purposes.

The forgoing Amendment and Restatement of the Articles of Incorporation of Passion Sea, Inc. was approved by the unanimous vote of approval of all the Members and all the Directors of the corporation on November 27, 2015.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 30th day of November, 2015.



HELGA M. PLAGET, President

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for PASSION SEA, INC., at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 30th day of November, 2015.



JAMES SOPKO, Registered Agent