



206 Royal Palm Drive  
Fort Lauderdale, FL 33301  
January 22, 2018

Florida Division of Corporations  
2661 Executive Center Circle  
Tallahassee, FL 32301

RE: Broward Maritime Institute LLC  
Document Number L17000233888

To Whom It May Concern:

I, Joe Cain, as President of Broward Maritime Institute LLC, under document number L17000233888, have intentionally dissolved the company as of January 22, 2018, under document number L17000233888. My initial intention was to file Articles of Incorporation for Broward Maritime Institute, Inc., and have no intention of revoking the Dissolution for the limited liability company.

Very truly yours,

Joe Cain

18 JAN 23 2018

# *State of Florida*

## *Department of State*

I certify from the records of this office that BROWARD MARITIME INSTITUTE LLC was a limited liability company organized under the laws of the State of Florida, filed on November 13, 2017, effective November 13, 2017.

The document number of this limited liability company is L17000233888.

I further certify that said limited liability company was voluntarily dissolved on January 22, 2018, effective January 22, 2018.

*Given under my hand and the Great Seal of  
Florida, at Tallahassee, the Capital, this the  
Twenty Third day of January, 2018*

*Ken Detmer*

*Secretary of State*



Authentication ID: 300308210263-012318-L17000233888

To authenticate this certificate, visit the following site, enter this ID, and then follow the instructions displayed.

<https://efile.sunbiz.org/certauthver.html>

**ARTICLES OF INCORPORATION  
OF THE  
BROWARD MARITIME INSTITUTE INC.**

The undersigned subscriber, desiring to form a corporation not-for-profit under Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation shall be **BROWARD MARITIME INSTITUTE INC.** For convenience, the **BROWARD MARITIME INSTITUTE INC.** is hereinafter referred to as the "Institute."

**ARTICLE II  
DURATION AND COMMENCEMENT**

The duration of the Institute shall be perpetual and the commencement of the corporate existence shall be as of the time of filing of the Articles of Incorporation.

**ARTICLE III  
PURPOSES, NATURE AND POWERS**

The purpose for which the Institute is organized and the general nature of the activities shall be as follows:

A. The Institute is a non-stock, not for profit corporation organized solely for the public interest of its members, pursuant to Florida Statutes, Chapter 617.

B. The Institute shall not engage in any activity for pecuniary profit.

C. The Institute is organized exclusively for charitable, educational and scientific 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 of 1954 (or the corresponding provision of any future federal tax code).

Prepared by: Adam R. Seligman  
4420 Beacon Circle, Suite  
West Palm Beach, FL 33407  
Florida Bar No: 22923

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D. The Institute is organized to engage in activities as a private corporation under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future federal tax code); including without limitation, to provide water safety programs and marine industry skills training, and to raise funds for the benefit of organization issues that qualify under Section 501(c)(3) of the Internal Revenue Code, as well as other eligible charitable institutions that qualify under Section 501(c)(3) of the Internal Revenue Code.

E. No part of the net earnings of the Institute shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Institute shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes set forth herein. No substantial part of the activities of the Institute shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Institute 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, the Institute shall not carry on any other activities not permitted to be carried on:

- (1) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future federal tax code); or
- (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future federal tax code).

F. The Institute will endeavor to distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

G. The Institute will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

H. The Institute will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

I. The Institute will not make any investments in a manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

J. The Institute will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### ARTICLE IV MEMBERSHIP AND ADMISSION

Membership and manner of admission of members of the Institute shall be as set forth in the By-Laws of the Institute.

#### ARTICLE V DISTRIBUTION OF ASSETS ON DISSOLUTION

Upon the dissolution of the Institute, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Institute, dispose of all of the assets of the Institute exclusively for the purposes of the Institute in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or other corresponding provision of any future United States Internal Law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court in and for Palm Beach County, Florida, or such other Circuit Court in which the principal office of the Institute 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.

## **ARTICLE VI** **DIRECTORS**

A. Number of Directors: The property, business and affairs of the Institute shall be managed by a Board of Directors, which shall consist of as many persons as the Board of Directors shall from time to time determine but not less than three (3) or more than five (5) persons.

B. Election of Directors. Election of Directors of the Institute shall be as set forth in the By-Laws of the Institute.

C. Original Board of Directors: The names and addresses of the first Board of Directors of the Institute are as follows:

Joe P. Cain, Jr.  
206 Royal Palm Drive  
Ft. Lauderdale, FL 33301

John Barnes  
206 Royal Palm Drive  
Ft. Lauderdale, FL 33301

Dan Bumby  
206 Royal Palm Drive  
Ft. Lauderdale, FL 33301

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

A. Subject to overall supervision of the Board of Directors of the Institute and to any special provisions of the By-Laws of the Institute, the affairs of the Institute are to be managed by the following officers (who will be elected at the annual meeting of said Board of Directors to be held at such time as may be determined by the By-Laws):

1. President; Secretary; and Treasurer. The office of President, Secretary and Treasurer may be held by one (1) person.

2. The names of the persons to serve as officers until the first election of officers are as follows:

<u>Name</u>	<u>Office</u>
Joe P. Cain, Jr.	President
Joe P. Cain, Jr.	Treasurer
Joe P. Cain, Jr.	Secretary

#### **ARTICLE VIII** **BY-LAWS**

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed by the Membership in the manner set forth in the By-Laws.

#### **ARTICLE IX** **INCORPORATOR**

The name and address of the Incorporator of the Institute is:

<u>Name</u>	<u>Address</u>
Adam R. Seligman, Esq.	4420 Beacon Circle West Palm Beach, FL 33407

#### **ARTICLE X** **INITIAL REGISTERED OFFICE, AGENT AND ADDRESS**

The initial registered office of this Institute shall be at 4420 Beacon Circle, West Palm Beach, Florida 33407 with the privilege of having its office and branch offices at other places within or outside the State of Florida. The initial registered agent at that address shall be Adam R. Seligman, Esq. The initial principal office of the Institute shall be at 1126 S. Federal Highway, 429, Ft. Lauderdale, Florida 33316.

<Signatures on the Following Page>





**CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

**ACKNOWLEDGMENT:**

Having been named to accept service of process for **BROWARD MARITIME INSTITUTE INC.**, at the initial registered office of the Institute in this State designated in its Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of §617.0503 Florida Statutes.

Date: January 18<sup>th</sup>, 2018

By: 

Adam R. Seligman  
Registered Agent