

N 18000002635

(Requestor's Name)

TRIDENT NAUTICAL FOUNDATION
P.O. BOX 4132
MIAMI LAKES, FL 33015

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

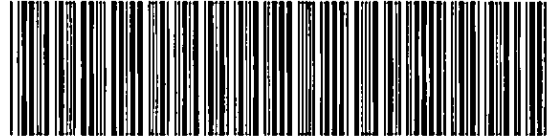
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2018 DEC 18 PM 3:29

CLERK OF STATE
TALLAHASSEE, FL

C. GOLDEN

DEC 20 2018

October 5, 2018

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

RE: NAME OF CORPORATION: THE TRIDENT NAUTICAL FOUNDATION, INC.
DOCUMENT NUMBER: N18000002635

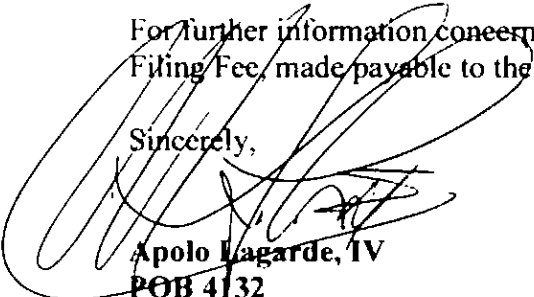
Dear Amendment Section:

The enclosed *Articles of Amendment* are being submitted for filing. Please return all correspondence concerning this matter to the following:

Apolo Lagarde, IV
POB 4132
Miami Lakes, FL 33015

For further information concerning this matter, please call me at 239-303-9782. The required \$35 Filing Fee, made payable to the *Florida Department of State*, was already credited.

Sincerely,



Apolo Lagarde, IV
POB 4132
Miami Lakes, FL 33015



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 26, 2018

APOLO LAGARDE, IV
POST OFFICE BOX 4132
MIAMI LAKES, FL 33015

SUBJECT: THE TRIDENT NAUTICAL FOUNDATION, INC.
Ref. Number: N18000002635

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Please correct your document to reflect that it is filed pursuant to the correct statute number.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

The date of adoption of each amendment must be included in the document.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Claretha Golden
Regulatory Specialist II

Letter Number: 818A00022091

2018 DEC 18 AM 10:33
SECRETARY OF STATE

**Articles of Amendment to Articles of Incorporation
THE TRIDENT NAUTICAL FOUNDATION, INC.**

{ A Florida-Chartered Nonprofit Corporation }

Pursuant to the provisions of Sec. 617.1006, Florida Statutes, the undersigned corporation adopts the following *Articles of Amendment* to its *Articles of Incorporation* as a *Florida Not for Profit Corporation*.

FIRST: Except as noted below, the entire *Articles of Incorporation* of this corporation shall be amended to the wording and numbering that appear in the *Articles of Amendment* herein.

SECOND: The *Articles of Incorporation* pertaining to the appointment, acknowledgment, and consent of the Registered Agent, and the original incorporators remain un-amended.

THIRD: There are no members entitled to vote on these *Articles of Amendment*.

FOURTH: These *Articles of Amendment* were unanimously adopted by the corporation's Board of Directors on October 13th, 2018.

Dated October 13th, 2018



Eladio Jose Armesto
Vice President/Secretary

FILED
2018 DEC 18 PM 3:29
CLERK OF STATE
TALLAHASSEE, FL

ARTICLE I - NAME OF CORPORATION

The name of this Nonprofit Corporation is **The Trident Nautical Foundation, Inc.**

ARTICLE II - CORPORATE ADDRESS

The principal place of business of this Corporation shall be 5375 NW 159 ST, Miami, FL 33014.
The mailing address of this Corporation shall be POB 4132, Miami Lakes, FL 33014.

ARTICLE III - CORPORATE PURPOSE

Section 1. Objective and Purpose. The objective and purpose of this Corporation shall be to promote among youth better citizenship, community service, and encourage nautical education, knowledge, and leadership through instruction and activities in, on, and underwater safety, boating skills, experiences, and appreciation of America's long-standing maritime heritage.

This Corporation shall also raise, receive, and maintain funds, real and personal property, and to administer said funds and property, including all income generated therefrom, exclusively for the social welfare purposes for which the Corporation is founded.

Section 2. IRS Code Compliance. The corporation is organized exclusively for the promotion

**Articles of Amendment to Articles of Incorporation
THE TRIDENT NAUTICAL FOUNDATION, INC.**

{ A Florida-Chartered Nonprofit Corporation }

of education within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 as now in effect or as may hereafter be amended ("the Code").

ARTICLE IV - DEDICATION OF INCOME AND ASSETS

Section 1. Income and Assets. All income and assets of this corporation are irrevocably dedicated to the social welfare purposes set forth in Article III hereof. No part of the net earnings of this corporation shall inure to the benefit of any director, officer, or member thereof, or to the benefit of any private shareholder or individual, provided that the corporation may pay compensation in a reasonable amount to its directors, officers, or members for services rendered and may confer benefits upon its members in conformity with its purposes.

Section 2. Capital Stock and Dividends. This corporation shall have no capital stock and shall pay no dividends to its incorporators, directors, officers, or members.

Section 3. Distribution of Corporate Assets. In the event the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapters 607 and 617, Florida Statutes, the Corporation shall distribute all its existing assets to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(3) of the Internal Revenue Code of 1954, as amended, and its regulations as they now exist or as they may hereafter be amended

ARTICLE V - DURATION OF THE CORPORATION

This Corporation shall have perpetual existence.

ARTICLE VI - POWERS OF THE CORPORATION

This Corporation shall have all of the statutory powers of a nonprofit Corporation. The Corporation may enter into contracts, raise, receive, maintain funds, and administer said funds.

In furtherance of the purposes set forth in Article III hereof, the corporation may solicit grants and contributions, receive property by gift, bequest or devise, invest and reinvest the same, and apply the income and principal thereof, as the board of directors may from time to time determine, and engage in any lawful act or activity permitted under the laws of the State of Florida.

ARTICLE VII - NON-MEMBERSHIP CORPORATION

Section 1. Members. The Corporation shall have no members. Any reference in these Articles of Incorporation, in the Bylaws or in applicable law to approval by all "members" or approval by the members shall require only the approval of the Executive Board. All rights which would otherwise vest in the members shall vest in the directors.

Section 2. Associates. Nothing in this Article VI shall be construed as limiting the right of the

**Articles of Amendment to Articles of Incorporation
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Corporation to refer to persons associated with it as "members" even though such persons are not members, and no such reference shall constitute anyone a member, within the meaning of Section 5056 of the Florida Corporations Code (the "Code"). The Corporation may confer by amendment of its Articles of Incorporation or of these Bylaws some or all of the rights of a member, as set forth in the Code, upon any person or persons who do not have the right to vote for the election of directors or on a disposition of substantially all of the assets of the Corporation or on a merger or on a dissolution or on changes to the Corporation's Articles of Incorporation or Bylaws, but no such person shall be a member within the meaning of Section 5056 of the Code.

Section 3. Honorary Membership. The Executive Board may elect to honor individuals who they believe have made outstanding contributions to their community, the state or the nation by awarding them the classification of Honorary Members. These individuals shall receive a congratulatory letter, a certificate of recognition, but shall not have the right to vote or hold office therein.

ARTICLE VIII - CORPORATE MANAGEMENT

Section 1. Governing Board. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted at all times by a board of directors. The number of directors of the corporation shall be not less than three (3) and not more than twelve (12) persons, provided, however, that such number may be changed by a duly adopted bylaw. Directors shall be elected or removed according to the procedure provided in the Bylaws.

The directors named in Article Ten shall hold office until the first annual meeting of members to take place after incorporation. Prior to that meeting, an election of directors shall take place, according to provisions of the bylaws of the corporation.

Directors elected in the first election, and at all times thereafter, shall serve for a term of four (4) years; except that the bylaws may provide for a different term of office for some of the directors elected in the first election following incorporation, in order to introduce a system of staggered terms for directors.

Section 2. Corporate Officers. The directors of the corporation shall elect the following officers: President, one or more Vice Presidents, Secretary, Vice Secretary, Treasurer, Parliamentarian, General Counsel, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. These officers shall be elected and shall hold office in the manner provided in the bylaws.

The officers named in Article Nine shall hold office until the first annual meeting of members to take place after incorporation. Prior to that meeting, an election of officers shall take place, according to provisions of the bylaws of the corporation.

Officers elected in the first election, and at all times thereafter, shall serve for a term of four (4) years; except that the bylaws may provide for a different term of office for some of the officers elected in the first election following incorporation, in order to introduce a system of staggered

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terms for officers.

ARTICLE IX - INITIAL BOARD OF DIRECTORS AND OFFICERS

The names of the four (4) initial members of the Board of Directors who are to manage all of the affairs of the Corporation until the first annual meeting are:

Apolo Lagarde, IV Marcial Cruz Eladio J. Armesto Jane Gonzalez

The following persons shall serve as corporate officers until the first annual meeting is held: **Apolo Lagarde, IV**, President; **Marcial Cruz**, Vice President; **Eladio J. Armesto**, Vice President/ Secretary; **Jane Gonzalez**, Vice President/Secretary.

ARTICLE X - AMENDMENT OF ARTICLES

The Corporation reserves the right to adopt, amend or rescind any provision contained in these Articles of Incorporation or in the Bylaws of the Corporation by a two-thirds vote of the Board of Directors; provided notice thereof, which shall include the text of the change in the Articles of Incorporation and/or Bylaws, is furnished in writing to each eligible voting director of the Corporation at least seven (7) days prior to the meeting at which such change is to be voted upon.

ARTICLE XI - LEGAL REPRESENTATION

The Corporation, upon a two thirds (2/3) vote of the Board of Directors, may issue written authorization and/or grant a Power of Attorney to any employee, director or officer of the Corporation to represent or otherwise act on behalf of the Corporation in any Court of Law or in a legal proceeding of any kind.

ARTICLE XII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Corporation shall indemnify any officer, director or employee of the Corporation, or any former officer, director or employee of the Corporation, to the fullest extent permitted by the Florida General Corporation Act.

**ARTICLE XIII - APPOINTMENT OF REGISTERED AGENT
AND ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT**

The article pertaining to the Registered Agent of the Corporation remains unchanged.

ARTICLE XIV - INCORPORATORS

The article pertaining to the name and address of the initial subscribers to these Articles of Incorporation remains unchanged.