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Restated Art

OCT 22 2020

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COVER LETTER

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

SUBJECT: Sarasota Marine Safety Foundation, Inc.

CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☐ \$35.00 ☐ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$43.75 ☒ \$52.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: David W. Wilcox, Esq.

Name (Printed or typed)

308 13th St. W.

Address

Bradenton, FL 34205

City, State & Zip

941-746-2136

Daytime Telephone number

dwilcox@wilcox-law.com

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

NOTE: Please provide the original and one copy of the document.

RESTATED ARTICLES OF INCORPORATION

In compliance with Chapter 617, F.S. (Not for Profit)

In compliance with Chapter 617, F.S. (Not for Profit)

ARTICLE I NAME

ARTICLE I NAME Sarasota Marine Safety Foundation, Inc.
The name of the corporation is:

ARTICLE II. RESTATED ARTICLES

The text of the Restated Articles is as follows:

The restated articles of incorporation are attached hereto as Exhibit "A"

ARTICLE III OFFICERS AND/OR DIRECTORS (optional)

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:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <u> </u> Change	<u>D</u>	<u>David W. Wilcox</u>	<u>308 13th St. W.</u>
<u> </u> Add			<u>Bradenton, FL 34205</u>
<u>X</u> Remove			
2) <u> </u> Change	<u>D</u>	<u>Kristen Toomey</u>	<u>800 Morgan Johnson Rd.</u>
<u> </u> Add			<u>Bradenton, FL 34208</u>
<u>X</u> Remove			
3) <u> </u> Change	<u>D</u>	<u>Randy Moritz</u>	<u>800 Morgan Johnson Rd.</u>
<u>X</u> Add			<u>Bradenton, FL 34208</u>
<u> </u> Remove			
4) <u> </u> Change	<u>D</u>	<u>Murray Price</u>	<u>5805 Willow Marsh Ct.</u>
<u>X</u> Add			<u>Sarasota, FL 34238</u>
<u> </u> Remove			
5) <u> </u> Change	<u> </u>	<u> </u>	<u> </u>
<u> </u> Add			<u> </u>
<u> </u> Remove			<u> </u>
6) <u> </u> Change	<u> </u>	<u> </u>	<u> </u>
<u> </u> Add			<u> </u>
<u> </u> Remove			<u> </u>

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: David W. Wilcox
Address: 308 13th St. W.
Bradenton, FL 34205

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity



Required Signature/Registered Agent

9-3-20

Date

ARTICLE VI ARTICLE CONSOLIDATION

These adopted restated articles of incorporation supersede the original articles of incorporation and all amendments to them.

ARTICLE VII REQUIRED ADOPTION INFORMATION

Adoption of Amendment(s) (CHECK ONE)

☐ These restated articles of incorporation contain an amendment to the articles of incorporation which required member approval. The date of adoption of the amendments was _____, and the votes cast were sufficient for approval

☒ These restated articles of incorporation were adopted by the board of directors.

ARTICLE VIII EFFECTIVE DATE:

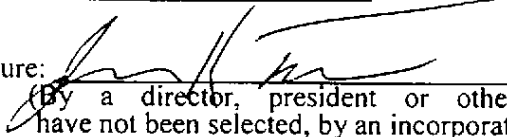
Effective date, if other than the date of filing: August 1, 2020 (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than 90 days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Dated: 9.3.20

Signature: 
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee or other court appointed fiduciary by that fiduciary)

James K. Toomey

(Typed or printed name of person signing)

President/Director

(Title of person signing)

Exhibit “A”

**RESTATED
ARTICLES OF INCORPORATION
OF
SARASOTA MARINE SAFETY FOUNDATION, INC.

A FLORIDA NOT FOR PROFIT CORPORATION**

**ARTICLE I
NAME**

The name of this corporation is the **SARASOTA MARINE SAFETY
FOUNDATION, INC.**

**ARTICLE II
STATEMENT OF CORPORATION NATURE**

This is a not for profit corporation organized exclusively for charitable, educational or scientific purposes and to support boating and marine safety throughout Sarasota County with an emphasis on education and training. Special attention shall be placed on supporting Federal, State and County programs improving education of the boating public and to support those organizations that endeavor to make safe-boating a reality. Particular attention will be given to supporting Federal and State organizations such as the U.S. Coast Guard and the U.S. Coast Guard Auxiliary, Florida Marine Patrol and other such entities that operate within Sarasota County and qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**ARTICLE III
TERM**

This corporation shall have a perpetual existence.

ARTICLE IV
MEMBERSHIP

The corporation may have one or more classes of members. Designation of classes, manner of election or appointment, the duration of membership and qualifications and rights, shall be set forth in the by-laws of the corporation.

ARTICLE V
LOCATION OF PRINCIPAL OFFICE
AND IDENTIFICATION OF REGISTERED AGENT

A. The principal office and mailing address for the transaction of the business of this corporation is to be located at 800 Morgan Johnson Road, Bradenton, Florida, 34208, such place as determined by the corporation.

B. The name and address of this corporation's registered agent is DAVID W. WILCOX, Esquire, 308 13th Street West, Bradenton, Florida 34205.

ARTICLE VI
MANAGEMENT OF CORPORATE AFFAIRS

A. **BOARD OF DIRECTORS.** The powers of this corporation shall be exercised, and its affairs conducted by a Board of Directors. The number of Directors of this corporation shall be three (3), provided however, that such number may be changed in accordance with the by-laws of the organization.

B. **ANNUAL MEETINGS.** Annual meetings shall be held on a date and time in the months of October or November as set by the President or a majority vote of the Directors.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if a majority of the Board shall consent in writing to such action. Such written consent shall be filed with the minutes of the

proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by a vote of the Directors. Any certificate or other document filed under any provision of law which related to action so taken shall state that the action was taken by written consent of the Board of Directors without a meeting and that the articles of incorporation of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

C. **BOARD OF DIRECTORS.** The current Board of Directors of the corporation is listed on Exhibit "A."

D. **CORPORATE OFFICERS.** The Membership shall elect such officers as the by-laws of this corporation may authorize.

ARTICLE VII **BY-LAWS**

Subject to the limitations contained in the by-laws, and any limitations set forth in the Florida Not for Profit Corporation Act concerning corporate action that must be authorized or approved by the members of the corporation, by-laws of this corporation may be made, altered, rescinded, added to, or new by-laws may be adopted, by a resolution of the Board of Directors.

ARTICLE VIII **DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net earnings of this corporation shall inure to the benefit of any director, officer, or member, or to the benefit of any private individual, 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 the purposes of this corporation.

ARTICLE IX **DISSOLUTION**

A. Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the IRC, or corresponding section of any future federal tax code, or shall be distributed to the U.S. federal government, or to a state or local government located in the U.S., for a public purpose. Any such assets not disposed of shall be disposed of by the appropriate court in the county in which the principal office of the corporation is 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.

B. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. The organization shall not participate in, or intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on 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.

C. 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.

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 person 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 involving the possible conflict of interest.

b) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c) After exercising due diligence, the governing board or committee shall determine whether the Organization 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 the Organization'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 failure to disclose.

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.

D. RECORDS OF PROCEEDINGS.

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

1. 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 in fact existed.

2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with

the proceedings.

E. COMPENSATION.

1. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

3. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

F. ANNUAL STATEMENTS.

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

1. Has received a copy of the conflicts of interest policy,
2. Has read and understands the policy,
3. Has agreed to comply with the policy, and
4. Understands the Organization 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.

G. PERIODIC REVIEWS.

To ensure the Organization 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:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

H. USE OF OUTSIDE EXPERTS.

When conducting the periodic reviews as provided for in **ARTICLE IX**, the Organization 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 X **CONFLICT OF INTEREST POLICY**

A. PURPOSE.

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) 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.

B. DEFINITIONS.

1. Interested Persons

Any director, principal officer, or member of a committee with governing board delegated powers, who 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:

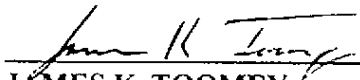
- a) An ownership or investment interest in any entity with which the Organization has a transaction or arrangement.
- b) A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

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

ARTICLE XI
AMENDMENT OF ARTICLES

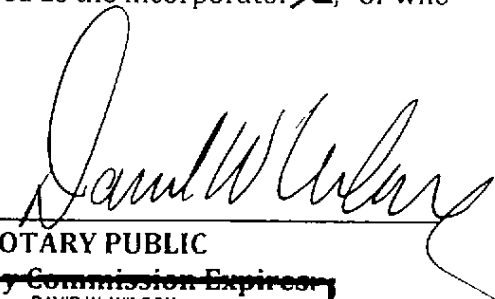
Amendments to these articles of incorporation may be made by the vote of a majority of a quorum of directors of the corporation at a meeting called for that purpose, or as otherwise provided in the by-laws.

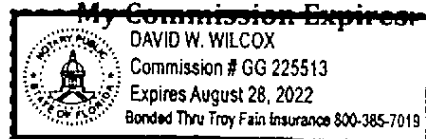
NOW, THEREFORE, I, the undersigned, being the Chairman of this corporation,
for the purpose of amending the Articles of Incorporation, have executed these Articles of
Incorporation on the date indicated below.


JAMES K. TOOMEY
President

STATE OF FLORIDA)
COUNTY OF MANATEE)

THE FOREGOING INSTRUMENT was acknowledged before me by means of
☒ physical presence, or ☐ online notarization this 3 day of Sept., 2020.
by JAMES K. TOOMEY, who executed the foregoing Articles of Incorporation and who
is personally known to me to be the person described as the incorporator ☒, or who
produced DL as identification.

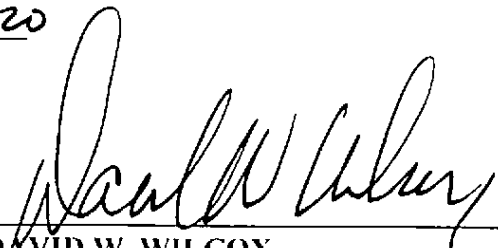

NOTARY PUBLIC



ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation at the place designated in the corporation's Articles of Incorporation, I hereby acknowledge and accept the appointment and agree to act in this capacity, and I further agree to comply with all the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: 9. 3, 2020



DAVID W. WILCOX
Registered Agent