

NA5381

AUGHEY & MCILLEN
ATTORNEYS AND COUNSELORS AT LAW

227 SOUTH CALHOUN STREET
P.O. BOX 391 (ZIP 32302)
TALLAHASSEE, FLORIDA 32301
(850) 224-9115 FAX (850) 222-7560

FILED
00 JUN 12 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 12, 2000

VIA HAND DELIVERY

*Amended &
Restated
Articles*

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

RE: Space Coast Marine Institute, Inc.

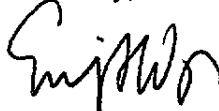
Dear Sir or Madam:

Enclosed for filing are the Articles of Amendment to the Articles of Incorporation (with First Amended and Restated Articles of Incorporation attached).

We have also enclosed our firm's check in the amount of \$43.75 for the filing fee and a certified copy, and an extra copy of the Articles to be datestamped by your office and to be picked up by our messenger.

Thank you for your assistance. Please call if you have any questions.

Sincerely,



Emily S. Waugh

ESW/jg

Enclosures

cc: Mr. Frederick D. Kremer (w/o enc.)

700003285237--1
-06/12/00--01104--016
*****43.75 *****43.75

MR
6/13/00

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
SPACE COAST MARINE INSTITUTE, INC.

FILED
00 JUN 12 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1006 of the Florida Statutes, Space Coast Marine Institute, Inc. adopts the attached First Amended and Restated Articles of Incorporation of Space Coast Marine Institute, Inc.

A majority of the Trustees present at a duly called meeting of the Board of Trustees held on May 15, 2000, at which a quorum was present, approved the filing of the attached First Amended and Restated Articles of Incorporation. The number of votes cast for the First Amended and Restated Articles of Incorporation was sufficient for approval. The members are the Board of Trustees.

Dated May 15, 2000.

SPACE COAST MARINE INSTITUTE, INC.

By:

Joan Caruso
Joan Caruso
Chairman, Board of Trustees

**FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SPACE COAST MARINE INSTITUTE, INC.**

FILED
00 JUN 12 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Amended and Restated Articles of Incorporation shall be effective upon the filing of these Articles with the Florida Secretary of State. The Corporation shall continue as a Florida Nonprofit Corporation under the laws of the State of Florida

ARTICLE I - NAME

The name of this Corporation is Space Coast Marine Institute, Inc.

ARTICLE II - PUBLIC BENEFIT

This Corporation is a public benefit corporation.

ARTICLE III - PURPOSES, LIMITATIONS AND DISSOLUTION

Section 3.1. Purposes. The Corporation is organized exclusively for charitable and educational purposes, including, without limitation, the following:

- A. Rehabilitation of delinquent and dependent youth by providing education, training, discipline and productive work;
- B. Conducting education and rehabilitation programs for dependent, delinquent and other problem youth; and

C. Receiving real or personal property, or both, and subject to the restrictions and limitations in these Articles, using and applying the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes either directly or by contributions to organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, or under a corresponding provision of any subsequent Federal Tax Law.

Section 3.2. Other Activities. Subject to the restrictions and limitations in these Articles, the Corporation may engage in all lawful activities that are necessary or desirable to advance the purposes described in this Article and may cooperate with other individuals, organizations, institutions, foundations and agencies having similar purposes.

Section 3.3. Powers and Limitations on Activities. The Corporation shall have all the powers of a not for profit corporation under Florida law except that it shall not, principally for financial gain, undertake any project of a type commonly performed by profit making enterprises. It may undertake an activity for financial gain only if and to the extent the activity will promote the Corporation's primary purposes of education, rehabilitation and research. In order to ensure that activities are not undertaken unless they meet this standard, the Corporation shall, in selecting new projects, conform to the selection and evaluation policies or procedures recommended or adopted by the Board of Trustees of Associated Marine Institutes, Inc. ("AMI").

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any 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 furtherance of the purposes set forth in this Article III. No substantial part of the

activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation 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, however, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or (b) by a corporation, described in Sections 170(c), 170(b)(1)(A), 2055(a) and 2522(a) of the Internal Revenue Code of 1986 or the corresponding provision of any future Federal Tax Law. Any references to the Internal Revenue Code and provisions thereof shall include successor provisions of any future corresponding Federal Tax Law.

Section 3.4. Dissolution. Upon the dissolution of the Corporation, the Board of Trustees shall pay all liabilities of the Corporation and shall distribute the remaining assets to one of the following entities as determined by the Board: (a) AMI or (b) the Associated Marine Institutes Foundation, Inc. (the "AMI Foundation") if the AMI Foundation is then qualified as an exempt organization under section 501(c)(3) of the Internal Revenue Code and is then described in Section 170(c), 170(b)(1)(A), 2055(a) and 2522(a) of the Internal Revenue Code. If the AMI Foundation is not then so qualified and described then the Board of Trustees shall distribute the remaining assets to AMI or any entity designated by AMI that is so qualified and described and, if there is none, then to an entity selected by the Board of Trustees that is so qualified and described.

ARTICLE IV – NON-STOCK CORPORATION AND MEMBERS

This Corporation is organized under a non-stock basis. The Corporation shall have one class of membership, and have one member who shall initially be AMI. AMI shall have the authority to appoint additional members. If there is more than one member, then each member shall have one vote, a quorum shall consist of all members, and the vote of the majority of members shall constitute the act of the members. The membership shall not be transferable. As used in these Articles, the term “Member” shall mean, collectively, AMI and additional members, if any, appointed by AMI.

ARTICLE V - MANAGEMENT OF AFFAIRS-BOARD OF TRUSTEES

Section 5.1. The affairs of the Corporation shall be managed by a Board of Trustees, consisting of not less than three (3) persons having the right to vote, including the Chairman of the Board and at least two other persons elected by the Board. Subject to the Member’s confirmation as set forth in Section 5.3 below, the Board may authorize and elect more than three (3) Trustees and the Board may fill any vacancies. The Executive Director shall be a non-voting member of the Board.

Section 5.2. The Trustees shall be elected by the Board and shall take office when confirmed by the Member as set forth in Section 5.3 below. The Member shall have the authority to remove any or all of the Trustees and appoint their successors. The member may authorize the Board to remove a Trustee as set forth in the Bylaws.

Section 5.3. Within ten (10) days after any vote or election by the Board which requires confirmation by the Member, the Board shall submit to the Member a written request specifying

the matter for which the Member's approval is requested. If it approves the matter, the Member shall provide to the Board written confirmation of such.

Section 5.4. A quorum of the Board shall consist of one-third of the number of voting Trustees then serving under Section 5.1. The affirmative vote of a majority of the Trustees present shall constitute the act of the Board unless otherwise required by the Articles of Incorporation or Bylaws.

Section 5.5. The names of the persons who are to serve on the Board until their successors are elected, are:

Susan Answay	Tommy Moore
Patti Baxter	John D. Moran
Lisa Bethel-Stahl	Francis Olomu
Jeff Beverly	Fran Pickett
Bob Carmichael	Dan Richards
Joan Caruso	Judy Roub
Chuck Colletta	Douglas M. Sedgwick
Brian G. Fisher	James Theriac
Bjorg Hermansen	Anita G. Weaver
Bruce Jacobus	Robert S. Weaver
Linda J. May	Phil Williams
Lisa Moore	William Woodson

ARTICLE VI - EXECUTIVE COMMITTEE

The Board shall have an Executive Committee which shall consist of the Chairman of the Board, and not less than two additional persons who shall serve at the pleasure of the Board as provided in the Bylaws. The Executive Committee shall have and may exercise all the powers of the Board between meetings of the Board, except as otherwise provided by Florida law or the Bylaws.

ARTICLE VII - OFFICERS

The Corporation shall have an Executive Director who shall be the chief executive officer of the corporation. The Member shall have the authority to appoint and remove the Executive Director. The Executive Director, by virtue of his position, shall also serve as Secretary/Treasurer.

The remaining officers of the Corporation shall be a Chairman of the Board and such other officers as set forth in the Bylaws of the Corporation. The election of officers; their terms of office; the persons who may serve in an office; and their duties and responsibilities shall be controlled by the Bylaws.

The officers who will serve until their successors are elected are:

<u>NAME</u>	<u>POSITION</u>
Joan Caruso	Chairman
Tommy Moore	President
Brian G. Fisher	Secretary/Treasurer

ARTICLE VIII - AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended or rescinded by approval of the Member. The Board may propose amendments to these Articles of Incorporation if approved by a two-thirds vote of the Trustees present and voting at any annual meeting or special meeting called for that purpose.

ARTICLE IX - AMENDMENTS TO BYLAWS

The Bylaws may be amended at any time by the Board, provided the amendment: (a) has first been submitted to and approved in writing by the Member, in which case the Bylaw amendment shall be effective upon its adoption by the Board (unless a later date is specified in the amendment), or (b) is approved by the Member in writing following the Board's vote, in which case the Bylaw amendment shall be effective on the date of the Member's approval (unless a later date is specified in the amendment). Amendments to the Bylaws shall be made by a majority vote of the Trustees present at any special meeting of the Board. If the Board adopts a Bylaw amendment which has not been approved in advance and in writing by the Member, then within ten (10) days after such vote the Board shall submit to the Member a written request for the Member's approval of that amendment. If the Member approves the amendment, the Member shall provide to the Board written confirmation of such approval. Promptly after the Bylaws are adopted or amended, the Secretary shall furnish a certified copy of the amended bylaws to the Member.

ARTICLE X - PRINCIPAL OFFICE

The principal office and mailing address of the Corporation shall be:

1000 Inspiration Lane
Melbourne, Florida 32934

ARTICLE XI - REGISTERED AGENT AND OFFICE

The name and street address of the registered agent and office of the Corporation are:

NAME

David J. Hull

ADDRESS

Post Office Box 391
Tallahassee, Florida 32302

ARTICLE XII - REPORTS

The Board shall submit to the Member written financial statements and reports detailing the Corporation's operations and any other matter requested by the Member. The reports shall be submitted annually within ninety (90) calendar days after the end of the Corporation's fiscal year or more frequently as the Member may request.

ARTICLE XIII - ACTIONS REQUIRING MEMBERS' CONSENT

The Member must consent to the following:

- A. the addition of additional members of the Corporation.
- B. the opening or closing of any of the Corporation's offices.
- C. the mortgage or pledge, or creation of a security interest in, or conveyance of title to, all or any part of the property and assets of the Corporation of any description (except for purchase money mortgages or sales made for market value in the ordinary course of business).
- D. the sale of all or substantially all of the assets of the Corporation or merger or acquisition of any other entity.

E. except as otherwise directed in advance and in writing by the Member, the execution of any contract having a term greater than three (3) months through which management, financial, administrative, or fund-raising services will be provided to the Corporation.

F. the termination of the activities or dissolution of the Corporation.

G. the appointment of a receiver for the Corporation, commencement of bankruptcy proceedings for the Corporation, any general assignment by the Corporation for the benefit of its creditors, or the like.

IN WITNESS WHEREOF, these First Amended and Restated Articles of Incorporation were approved by a majority of the members of the Board of Trustees at a duly called meeting on May 15, 2000, and by Associated Marine Institutes, Inc.

SPACE COAST MARINE INSTITUTE, INC.

By: Joan Caruso
Joan Caruso
As Chairman