

N41742

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

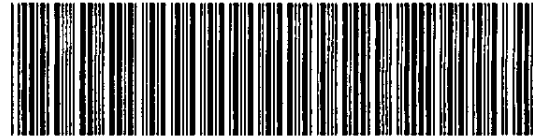
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



500192926845

02/07/11--01013--003 \*\*70.00

FILED  
2011 FEB 16 PM 3:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Restated

TB 1-16-11

**John C. Englehardt, P. A.**  
**Attorney at Law**

**1524 East Livingston Street**  
**Orlando, Florida 32803-5495**  
**Telephone 407-896-1138**  
**Facsimile 407-896-7370**

---

February 2, 2011

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

Re: HIDDEN HARBOR MARINE ENVIRONMENTAL PROJECT, INC.

Dear Sirs:

Enclosed please find the original Restated Articles of Incorporation of Hidden Harbor Marine Environmental Project, Inc., original Acceptance of Registered Agent for that corporation and check in the amount of \$70.00 representing the filing fee and registered agent designation fee.

Please contact me, if you have questions.

Sincerely,

John C. Englehardt

JCE/ds  
Enc.



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 8, 2011

JOHN C ENGLEHARDT, P.A.  
1524 E LIVINGSTON ST  
ORLANDO, FL 32803-5495

SUBJECT: HIDDEN HARBOR MARINE ENVIRONMENTAL PROJECT, INC.  
Ref. Number: N41742

We have received your document for HIDDEN HARBOR MARINE ENVIRONMENTAL PROJECT, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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

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) 245-6925.

Teresa Brown  
Regulatory Specialist II

Letter Number: 911A00003324

**RESTATED ARTICLES OF INCORPORATION  
OF**

**HIDDEN HARBOR MARINE ENVIRONMENTAL PROJECT, INC.**

**Pursuant** to the provisions of Chapter 617, Florida Statutes, the undersigned corporation adopts the following Restated Articles of Incorporation:

**FIRST:** This amendment was adopted on January 14, 2011 as a complete restatement and replacement of the Articles of Incorporation previously filed as follows. The effective date of this amendment is January 1, 2011.

**ARTICLE I**

The name of the Corporation shall be Hidden Harbor Marine Environmental Project, Inc.

**ARTICLE II**

The purpose of the Corporation shall be exclusively to engage in the establishment and operation of a hospital located in the Florida Keys to provide medical care, including surgery, for sick or injured wild animals and birds in the Florida Keys (Monroe County, Florida.) In addition, the Corporation shall have and exercise all powers accorded corporations not for profit under the laws of Florida that are not in conflict with the Corporation's exempt purposes.

Provided however, notwithstanding any other provision of these Articles of Incorporation:

(a) No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(b) The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by any organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or not permitted to be conducted by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

**ARTICLE III**

The existence of this Corporation shall be perpetual. However, if the Corporation ceases to exist, upon the dissolution of the Corporation or the winding up of its affairs, assets shall be distributed

FILED  
2011 FEB 16 PM 3:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principle office of the Corporation 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 IV

The name and address of the sole incorporator is:

<u>Name</u>	<u>Address</u>
Richard Moretti	2396 Overseas Highway, Marathon, Florida 33050

#### ARTICLE V

The affairs of this Corporation shall be managed by a Board of Directors of five (5) Directors, all natural persons over the age of 18. Richard Moretti shall serve as a Director until December 31, 2020. John Englehardt, Roger Butcher, Richard Warner and Ross Burnaman shall serve as directors until December 31, 2015. Upon the expiration of the terms of the current Board of Directors or upon the resignation or death or incapacity of a Director, new Directors shall be elected or appointed as established in the Bylaws.

Annual meetings of the Board of Directors shall be held each year in the manner established in the Bylaws.

The following persons now constitute the Board of Directors:

<u>Name</u>	<u>Address</u>
RICHARD MORETTI	2396 Overseas Highway Marathon, FL 33050
JOHN ENGLEHARDT	1524 E. Livingston Street Orlando, FL 32803
ROGER BUTCHER	201 E. Commercial St. #3, Sanford, FL 33771
RICHARD E. WARNER	P.O. Box 501317 Marathon, FL 33050
ROSS S. BURNAMAN	1018 Holland Drive, Tallahassee, FL 32301

## **ARTICLE VI**

The Corporation shall have two officers. Richard Moretti shall serve as Chairman of the Board of Directors until December 31, 2020, and shall continue thereafter until replaced or reconfirmed as provided for in the Bylaws. John Englehardt shall serve as Secretary until December 31, 2015. The duties of the officers shall be as provided in the Bylaws, or unless specifically prohibited by the Bylaws, as provided in Chapter 617, Florida Statutes.

## **ARTICLE VII**

The Bylaws of the Corporation are to be made, altered or rescinded by a vote of four Directors or a vote of the Chairman and two Directors.

## **ARTICLE VIII**

The provisions of these Articles may be amended by a vote of four Directors, provided that the Chairman is present at such meeting.

## **ARTICLE IX**

The Board of Directors shall make such provisions for membership as it sees fit, either in the Bylaws or by separate resolution.

## **ARTICLE X**

Neither the members, directors nor officers of the Corporation shall be personally liable for the debts of the Corporation. All officers and directors of the corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorney's fees reasonably incurred in connection with any proceeding or settlement thereof in which they may be involved by reason of holding such position. The Corporation may purchase and maintain insurance on behalf of all directors or officers against any liability asserted against them, or incurred by them, in their capacity as directors or officers or arising out of their status as such.

## **ARTICLE XI**

The Corporation shall have the power to indemnify any person made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or in the right of the Corporation, brought to impose any liability or penalty of such person for an act or acts alleged to have been committed (including alleged omissions or failures to act) by such person, except as constitutes gross negligence or willful misconduct, in his capacity as a director, officer, employee or agent of the Corporation, or of any other Corporation, partnership, joint venture, trust or other enterprise on which he served as such at the request of the Corporation, against judgments, fines, reasonable amounts paid in settlement and reasonable expenses, including attorneys fees, actually and necessarily incurred as a result of such action, suit or proceeding, including any appeal thereof. The Corporation may pay such expenses, including attorneys fees, in advance of the final disposition of any such action, suit or proceeding, upon a preliminary determination of the correctness of such person's

conduct as required by law and upon receipt of an undertaking satisfactory to the Board of Directors by or on behalf of such person to repay such amount, unless it shall ultimately be determined that he is entitled to indemnification by the Corporation for such expense. The Board of Directors may purchase and maintain insurance to provide indemnification hereunder.

## **ARTICLE XII**

The address of the registered office of the Corporation is 1524 E. Livingston St., Orlando, FL 32803, and the name of its registered agent at such office is John C. Englehardt.

**SECOND:** The date of the adoption of this Restatement of the Articles of Incorporation was January 14, 2011; and its effective date is January 1, 2011, or the date of filing with the Florida Secretary of State if otherwise required by law.

**THIRD:** There are no members entitled to vote on this Restatement. The Restatement was adopted by the Board of Directors.

**FOURTH:** This Restatement to the Articles of Incorporation may be executed in counterpart by the Directors after adoption.

**IN WITNESS WHEREOF,** We have affixed our names as Chairman of the Board of Directors and as sole incorporator, and all of the other Directors of HIDDEN HARBOR MARINE ENVIRONMENTAL PROJECT, INC. on the date indicated in the jurat following our signatures.

Carol Betancourt  
Witness #1

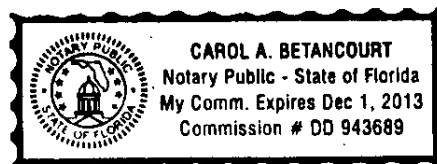
Richard H. Moretti  
Richard H. Moretti

Guadalupe A. Lanza  
Witness #2

**STATE OF FLORIDA  
COUNTY OF MONROE**

The foregoing instrument was acknowledged before me this 21 day of January, 2011 by Richard H. Moretti who is personally known to me or who has produced On. h.c. as identification and who did/did not take an oath.

Carol Betancourt  
Notary Public  
State of Florida

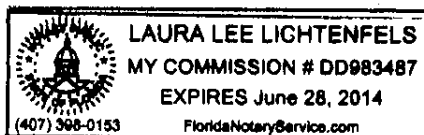


Judie Raly  
Witness #1  
Laura Lichtenfels  
Witness #2

Roger Butcher  
Roger Butcher

**STATE OF FLORIDA  
COUNTY OF SEMINOLE**

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of January, 2011 by Roger Butcher who is personally known to me or who has produced \_\_\_\_\_ as identification and who did/did not take an oath.



Laura Lichtenfels  
Notary Public  
State of Florida

\_\_\_\_\_  
Witness #1

\_\_\_\_\_  
Ross S. Burnaman

\_\_\_\_\_  
Witness #2

**STATE OF FLORIDA  
COUNTY OF LEON**

The foregoing instrument was acknowledged before me this \_\_\_\_ day of January, 2011 by Ross S. Burnaman who is personally known to me or who has produced \_\_\_\_\_ as identification and who did/did not take an oath.

\_\_\_\_\_  
Notary Public  
State of Florida



Witness #1

Roger Butcher

Witness #2

**STATE OF FLORIDA  
COUNTY OF SEMINOLE**

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of January, 2011 by Roger Butcher who is personally known to me or who has produced FI DL as identification and who did/did not take an oath.

Dorothy Irvine  
Notary Public  
State of Florida



[Signature]  
Witness #1  
Cynthia Feltz Remdaph  
Witness #2

[Signature]  
Ross S. Burnaman

**STATE OF FLORIDA  
COUNTY OF LEON**

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of January, 2011 by Ross S. Burnaman who is personally known to me or who has produced \_\_\_\_\_ as identification and who did/did not take an oath.

\_\_\_\_\_  
Notary Public  
State of Florida

\_\_\_\_\_  
Witness #1

\_\_\_\_\_  
Richard E. Warner

\_\_\_\_\_  
Witness #2

**STATE OF FLORIDA  
COUNTY OF MONROE**

The foregoing instrument was acknowledged before me this \_\_\_\_ day of January, 2011 by Richard E. Warner who is personally known to me or who has produced \_\_\_\_\_ as identification and who did/did not take an oath.

\_\_\_\_\_  
Notary Public  
State of Florida

\_\_\_\_\_  
John C. Englehardt

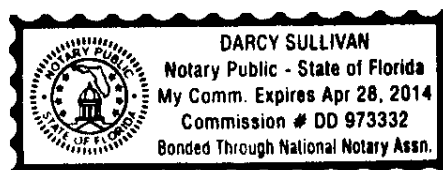
\_\_\_\_\_  
Witness #1

\_\_\_\_\_  
Witness #2

**STATE OF FLORIDA  
COUNTY OF ORANGE**

The foregoing instrument was acknowledged before me this 20 day of January, 2011 by John C. Englehardt who is personally known to me or who has produced \_\_\_\_\_ as identification and who did/did not take an oath.

\_\_\_\_\_  
Notary Public  
State of Florida



Uandia A. McElven

Witness #1

Richard E. Warner

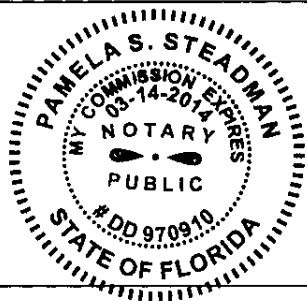
Richard E. Warner

[Signature]

Witness #2

**STATE OF FLORIDA  
COUNTY OF MONROE**

The foregoing instrument was acknowledged before me this 24 day of January, 2011 by Richard E. Warner who is personally known to me or who has produced \_\_\_\_\_ as identification and who did/did not take an oath.



[Signature]

Notary Public  
State of Florida

Witness #1

John C. Englehardt

Witness #2

**STATE OF FLORIDA  
COUNTY OF ORANGE**

The foregoing instrument was acknowledged before me this \_\_\_\_ day of January, 2011 by John C. Englehardt who is personally known to me or who has produced \_\_\_\_\_ as identification and who did/did not take an oath.

\_\_\_\_\_  
Notary Public  
State of Florida

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for HIDDEN HARBOR MARINE ENVIRONMENTAL PROJECT, INC., at the place designated in the Amendment to the Articles of Incorporation, John C. Englehardt agrees to act in this capacity and agrees to comply with the provisions of Chapter 48 Fla. Stat (1992) relative to keeping open such office.

Dated: January 20, 2011

Signature

