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FAX NO. 352 577712

P. 01/12

**N42179**

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**BASIC AMENDMENT**

**ESCAMBIA BAY MARINE INSTITUTE, INC.**

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

April 14, 2003

ESCAMBIA BAY MARINE INSTITUTE, INC.  
ASSOCIATED MARINE INSTITUTES  
5915 BENJAMIN CENTER DRIVE  
TAMPA, FL 33634

SUBJECT: ESCAMBIA BAY MARINE INSTITUTE, INC.  
REF: N42179

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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FAX NO. 9043577712

P. 03/12

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**ARTICLES OF AMENDMENT AND RESTATEMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
ESCAMBIA BAY MARINE INSTITUTE, INC.**

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1. The name of the Corporation is Escambia Bay Marine Institute, Inc.
2. The original Articles of Incorporation of the Corporation were filed on February 21, 1991.
3. The (Board of Trustees) (Members) of the Corporation approved the Amended and Restated Articles of Incorporation, containing amendments to Articles III, IV, V, VI, VII, VIII, IX, X, XI, XII, XIII at a meeting held on January 10, 2003.
3. If approved by the Board of Trustees: (X) The Trustees are the Members OR ( ) There are no Members entitled to vote on the Amended and Restated Article of Incorporation.
4. The number of votes cast for the Amended and Restated Articles of Incorporation was sufficient for approval.

DATED: May 2, 2003.

**Escambia Bay Marine Institute, Inc.**

By

  
O.B. Stander, Director

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

**ESCAMBIA BAY MARINE INSTITUTE, INC.**

The undersigned incorporator hereby files these Articles of Incorporation of Escambia Bay Marine Institute, Inc., with the Florida Department of State. These Articles shall be effective upon the filing of these Articles with the Florida Department of State. The Corporation shall be a Florida Not-for-Profit Corporation under the laws of the State of Florida, Chapter 617.

**ARTICLE I - NAME**

The name of this Corporation shall be Escambia Bay Marine Institute, Inc.

**ARTICLE II - DURATION**

This Corporation shall exist perpetually.

**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

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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

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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, if it is still in existence, or to any entity designated by the Board of Trustees that 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, and which provides services in Escambia County, Florida, with at least fifty (50) percent of the remaining assets to be distributed to AMI.

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**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 initially which shall be AMI. The member(s) 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. General.** 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 (2) other persons elected by the Board and confirmed by the Member in accordance with Section 5.3 below. 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. The Board may fill vacancies on the Board, subject to confirmation by the Member, at any special meeting called for that purpose. The Member may fill any vacancy that would cause the number of persons on the Board to fall below three (3). The Directors shall take office when confirmed by the Member. The Executive Director shall be a non-voting member of the Board.

**Section 5.2. Election of Directors.** The Trustees shall be elected by the Board at the annual meeting or at any special meeting of the Board. At least thirty (30) days prior to the election, the Nominating Committee shall submit a slate of one nominee for

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each Trustee position to be elected. The Board may also accept: (a) nominations from the Member at or in advance of the election, and (b) nominations from the floor by a Director. The Member, acting through its Board of Trustees, shall have the authority to remove any or all of the Trustees, with or without cause, and to appoint their successors, but except in emergency circumstances as determined by the Member, only after consultation with the EBMI Board. The Member may authorize the Board to remove a Trustee as set forth in the Bylaws.

**Section 5.3. Confirmation by Member.** 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. Voting.** 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 and addresses of the persons who are to serve on the Board until their successors are elected, are:

<u>Name</u>	<u>Address</u>
William Baxter	3350 Chantarene Drive, Pensacola, FL 32507
Marvin Beasley	PO Box 12646, Pensacola, FL 32574
Randy Blake	6225 San Monica, Pensacola, FL 32504
Richard Bruhn	100 Bunkers Cove Rd., Panama City, FL 32401
Marty Donovan	223 East Government St., Pensacola, FL 32501
Rodger Doyle	125 Bayshore Dr., Pensacola, FL 32501
Earl Evans	1000 College Blvd., Pensacola FL 32504
Mike Hill	611 New Warrington Rd., Pensacola, FL 32506

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Edward Nickinson	2251 North Palafox St., Pensacola, FL 32501
Jesse Rigby	PO Box 13010, Pensacola, FL 32591
Sharon Silk	10151 Sinton Dr., Pensacola, FL 32507
O.B. Stander	5915 Benjamin Center Dr., Tampa FL 33634
Charles Switzer	PO Box 1313, Pensacola, FL 32596
Kenneth Williams	190 Governmental Center, Pensacola FL 32501
Larry Woodruff	5131 North Palafox St., Pensacola FL 32505

#### **ARTICLE VI - COMMITTEES**

**Section 6.1 Executive Committee.** The Board of Trustees shall have an Executive Committee which shall consist of the Chairman of the Board and at least two (2) Board members who shall be elected by the Board and 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.

**Section 6.2 Other Committees.** The Board shall designate a Nominating Committee and may designate other committees as provided in the Bylaws or by resolution. Each committee must have two (2) or more members to serve at the pleasure of the Board. Each such committee shall exercise those powers designated in the Bylaws or in the resolution forming the committee.

#### **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. Except in emergency situations, the Member shall consult with and seek the advice of the Board of Trustees.*

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;

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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>	<u>Address</u>
Jesse Rigby	Chairman	10622 Lillian Highway, Pensacola, FL 32506
Earl Evans	President	1000 College Blvd., Pensacola FL 32504
Mike Hill	Vice-Pres	611 New Warrington Rd., Pensacola, FL 32506
Marvin Beasley	Vice-Pres	PO Box 12646, Pensacola, FL 32574

#### **ARTICLE VIII – AMENDMENTS TO ARTICLES OF INCORPORATION**

The Articles of Incorporation may be amended or rescinded by approval of the Member. The Board of Trustees 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 of Trustees, 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 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 that has not been approved in advance 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

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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 10605 Gulf Beach Highway, Pensacola, Florida, 32507.

#### **ARTICLE XI - REGISTERED AGENT AND OFFICE**

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

<b><u>Name</u></b>	<b><u>Address</u></b>
David Hull	Smith, Hulsey and Busey 225 Water Street, Ste. 1800 Jacksonville, FL 32202

#### **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**

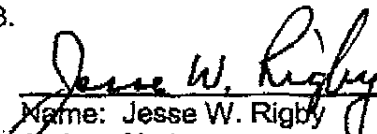
The Corporation may not take the following action without the advance written consent of the Member:

- A. the addition of additional members of the Corporation;

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- 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 any real property of the Corporation, or the mortgage or pledge, or creation of a security interest in, or conveyance of title to any personal property of the Corporation if the value of the personal property, mortgage, pledge or security interest created exceeds fifty thousand dollars (\$50,000).
- 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; and
- 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, the undersigned has executed these Articles of Incorporation on January 10, 2003.

  
Name: Jesse W. Rigby  
As Its: Chairman

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