

N 9500000 809

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FEB 16 AM 9:55

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

SUBJECT: MARITIME HERITAGE FOUNDATION, INC.
(Proposed corporate name - must include suffix)

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

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: ACE B. ROGERS

Name (Printed or typed)

3102 LAKESHORE BLVD.

JACKSONVILLE, FLA. 32210
Address

City, State & Zip

904- 387- 4669

Daytime Telephone number

2/20/95
[Signature]

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

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) of a corporation pursuant to Chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation shall be:

MARITIME HERITAGE FOUNDATION, INC.

ARTICLE II

Principal place of business and mailing address

The principal place of business and the mailing address of this corporation shall be:

3102 LAKESHORE BLVD.

JACKSONVILLE, FLORIDA 32210

ARTICLE III

Purpose(s)

The specific purpose(s) for which the corporation is organized is (are):

TO PRESERVE, PROTECT AND RESTORE AND/OR TO BUILD REPLICA MODELS OF HISTORIC MARITIME ARTIFACTS, VESSELS AND BUILDINGS, AND TO EDUCATE THE CITIZENRY, AND PARTICULARLY SCHOOL CHILDREN, IN THEIR MARITIME HERITAGE. TO CONDUCT SEMINARS AND LEARNING SESESSIONS ON THE ARCHITECTURE, VESSELS, AND THE ARTS OF MARITIME HISTORY.

ARTICLE IV

Manner of election of directors

The manner in which the directors are elected or appointed is as follows:

4DIRECTORS PLUS 5 OFFICERS TO BE ELECTED BY WRITTEN BALLOT BY THE MEMBERSHIP EACH YEAR. THERE SHALL BE 3 GROUPS OF 4 DIRECTORS WITH WITH EXPIRATION OF TERM OF OFFICE ONE YEAR APART. ONE GROUP WILL BE ELECTED BY THE MEMBERSHIP FROM POTENTIAL CANDIDATES CHOSEN BY A 3 MEMBER NOMINATING COMMITTEE FROM THE MEMBERSHIP.

Filing Fee: \$70.00

ARTICLE V

Limitation of corporate powers

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, unless limited as follows:

ARTICLE VI

Initial registered agent and street address

The name and the street address of the initial registered agent is:

GRACE B. ROGERS
3102 LAKESHORE BLVD.
JACKSONVILLE, FLORIDA 32210

ARTICLE VII

Incorporators

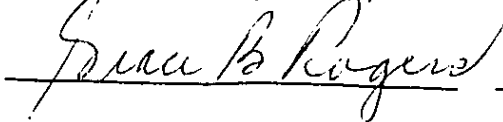
See instructions for officers/directors

The name(s) and the street address(es) of the incorporator(s) for these articles of incorporation is(are):

GRACE B. ROGERS, 3102 LAKESHORE BLVD. JACKSONVILLE, FLA. 32210
JOHN M. BELL, 814 EAST COAST DR. ATLANTIC BEACH, FLA. 32211
M. D. MOODY III, P.O. BOX 47080 JACKSONVILLE, FLA. 32247
JAMES J. THOMPSON, 5735 MONROE SMITH RD. JACKSONVILLE, FLA. 32222

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 15 day of FEBRUARY, 1913.

Signature(s) of Incorporator(s):



GRACE B. ROGERS

Typed name of incorporator signing

Typed name of incorporator signing

Typed name of incorporator signing

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

**CERTIFICATE OF DESIGNATION REGISTERED
AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE
LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE
OF FLORIDA.

1. The name of the corporation is MARITIME HERITAGE FOUNDATION, INC.
(must include suffix)

2. The name and address of the registered agent and office is:

GRACE B. ROGERS
(Name)

3102 LAKESHORE BLVD.

(Street address - P. O. Box not acceptable)

JACKSONVILLE, FLORIDA 32210

(City/State/Zip)

*Having been named as registered agent and to accept service of process for the above
stated corporation at the place designated in this certificate, I hereby accept the
appointment as registered agent and agree to act in this capacity. I further agree to
comply with the provisions of all statutes relating to the proper and complete perfor-
mance of my duties, and I am familiar with and accept the obligations of my position
as registered agent.*

Grace B. Rogers

(Signature)

2-15-1995

(Date)

N95000000809

WILLIAM DEKLE DAY

ATTORNEY AT LAW

1503 OAK STREET
JACKSONVILLE, FLORIDA 32204
(904) 355-8518

July 2, 1996

Division of Corporations
Florida Dept. of State
409 E. Gaines St.
"The Old Jail"
Tallahassee, FL 32399

500001886845
-07/09/96--01014--020
*****35.00 *****35.00

CERTIFIED MAIL RETURN RECEIPT
REQUESTED No. Z353722363

Re: Maritime Heritage Foundation, Inc.
Articles of Incorporation
Articles of Amendment

Dear Sir or Madam:

Please file the enclosed Articles of Amendment to the Articles of Incorporation for the above-referenced corporation and return the certified copy to me at the above address. The necessary filing fee is enclosed. Also, I would appreciate it if you would call my office upon filing of the articles.

Thank you for your attention to this request. If you have any questions, please do not hesitate to call.

Sincerely,


William Dekle Day

WDD/am

Enclosures

cc: Mr. Wayne Moore
Mrs. Grace Rogers

SH 7/17
Amend.

FILED
96 JUL -8 AM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Amendment to ARTICLES OF INCORPORATION

The undersigned corporation adopts the following articles of amendment to its Articles of Incorporation, changing the articles to read as set forth hereafter.

The Board of Directors approved these articles on March 28th, 1996, and members were not entitled to vote on proposed amendments.

ARTICLE I.

Name.

The name of the Corporation shall be: "Maritime Heritage Foundation, Inc.", sometimes referred to herein as Foundation.

ARTICLE II

Principal place of business and mailing address

The principal place of business and the mailing address of this corporation shall be:
3102 Lakeshore Blvd.
Jacksonville, Florida 32210

ARTICLE III.

Purpose(s)

The specific purposes for which the Corporation is organized are as follows:

- A. To organize and operate a foundation exclusively for educational and historical purposes, no part of the net earnings of which is to inure to the benefit of any member or other individual.
- B. To own, operate and control museum ships, historic vessels and replicas of historic vessels solely for educational purposes and dedicated to the preservation and demonstration of the maritime heritage of Jacksonville, and of our state and nation, together with other marine and maritime articles and exhibits related thereto; and to display, exhibit and operate the same, not for profit, but to further the public interest, knowledge, understanding and appreciation thereof with the context of their related historical background; such Foundation may include buildings, boats, ships, models, books, photographs, paintings, tools, gear, engines and other displays, exhibits and artifacts and all of which programs, activities, ships, vessels, artifacts and displays shall be open to the public without regard to race, religion or gender, and as far as practical, consistent with the historic character of such vessels, without restriction for physical handicap.

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96 JUL -8 AM 8:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV
Manner of election of directors

The manner in which the directors are to be elected or appointed is as follows:

The directors of the Corporation will be called Governors, and will be elected as follows:

A. There shall be no fewer than twelve, nor more than twenty-five Members of the Board of Governors at any given time. The Governors shall be elected by the Members of the Foundation for three-year terms from among Members. While there shall be no limit to the total years of service of any Member, no Member shall serve more than two (2) consecutive terms on the Board of Governors.

B. In addition, the Board of Governors, at its November meeting, may elect Honorary Members, and thereby recognizing a few outstanding former Members of the Board of Governors who continue to be vitally interested in the Foundation but are no longer able to participate in the Foundation's activities due to other requirements in their personal lives. Those elected as Honorary Members shall be known as Governors Emeritus, shall be invited to attend all Board meetings but shall not be entitled to vote nor be counted with respect to restrictions on the number of Board Members.

C. Board Members shall be elected by the Membership of the Foundation at the November Annual General Membership meeting, from among Nominees presented to the Membership of the Foundation by the Nominating Committee, or proposed by way of nominations from the floor. The Nominating Committee, consisting of five (5) Members of the Board of Governors, at least two (2) of whom shall also be Members of the Executive Committee, shall be elected annually at the August meeting of the Board of Governors, from among Nominees presented to the Board by the Executive Committee. No nominations, by committee or from the floor, may be made without the advance consent of the nominated.

ARTICLE V
Limitation of Corporate Powers

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, furthered or limited as follows:

The Corporation shall have the power to receive and administer funds and properties of all kinds for the above purposes, and, to that end, to take and hold by bequest, devise, gift purchase, loan or lease, either absolutely or in trust, for said purposes or any of them, any property, real, personal, or mixed, without limitations as to amount or value, excepts such limitation, if any, as may be imposed by law or by the provisions of these, its articles of incorporation; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend such principal; Provided, However, that

the Governors shall not invest the property of the Corporation, the proceeds of the sale thereof, and the income therefrom, nor receive or accept any gift, bequest or devise of any such property in such manner, either by direct action of the Corporation or by means of trusts created by it, without limitation, if it be conditioned or limited in such manner as shall require the use or disposition of the income or its principal for other than charitable or educational purposes. The Corporation shall be entitled to receive in trust any property, real, personal, or mixed, under the terms of any deed, Will, deed of trust, or other trust instrument for the charitable or educational purposes of the Corporation and to do all and everything necessary, suitable, convenient and proper for the accomplishment of any of its charitable and educational purposes.

The Corporation shall not operate or take any steps whatsoever which will serve to facilitate the transaction of specific business by its members or promote the private interest of any member. It shall have power to solicit and receive funds from the public for the purposes of the Corporation but no part of such funds or property received as a gift and no part of the net earnings, or any of the principal, or corpus, of the Corporation shall inure to the benefit of any Governor or Member of the Corporation.

In addition to the powers set forth, the Corporation shall have and enjoy all the powers, rights, and privileges now or hereafter conferred by the laws of the State of Florida, the enumeration of specific powers in these Articles of Incorporation being made in furtherance and not in limitation of the powers conferred on corporations, and no restriction upon any such power is intended to be implied by any specification of or expression of the foregoing section of these Articles, provided that only such powers shall be exercised as are in furtherance of the Corporation's charitable and educational purposes.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other 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 1954 now in force or afterwards amended, or (b) by a corporation contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code as now in force or afterwards amended.

The foregoing enumeration of the purposes, objectives, and businesses of the Corporation is made in furtherance and not in limitation of the powers conferred upon the corporation by law, and is not intended by the mention of any particular purpose, objective, or business mentioned, or to limit or restrict any of the powers of the Corporation.

ARTICLE VI

The corporation shall not have authority to issue stock of any class.

ARTICLE VII

These articles may be amended by a three-quarters vote of the Governors present at a duly constituted meeting of the Board of Governors, provided notice in writing of the proposed amendment is mailed to each Governor at least ten days before such meeting.

ARTICLE VIII

Initial registered agent and street address

The name and the street address of the initial registered agent is:

Grace B. Rogers
3102 Lakeshore Blvd.
Jacksonville, Florida 32210

ARTICLE IX

Incorporators

The name(s) and street address(es) of the incorporator(s) for these articles of incorporation is(are):

Grace B. Rogers, 3102 Lakeshore Blvd. Jacksonville, FL 32210
John M. Bell, 814 East Coast Drive, Atlantic Beach, FL 32233
M. D. Moody III, P.O. Box 47080, Jacksonville, FL 32247
James J. Thompson, 5735 Monroe Smith Rd. Jacksonville, FL 32222

The undersigned has executed these Articles of Incorporation this 1st day of July, 1996 as President of the Corporation.



Wayne Moore, President, Acting



N9500000809

Maritime Heritage Foundation, Inc.

P.O. Box 806 • Jacksonville, FL 32201-0806
3102 Lakeshore Blvd

PRESIDENT

Ray Hollenbeck, Dec. 11
To remain vacant until 1996

VICE PRESIDENT

Wayne Moore
Summit Commercial Properties

SECRETARY

Karen Shultz
Florida Military History
Preservation Society

TREASURER & ORGANIZING CHAIRMAN

Grace B. Rogers
Pier 17 Marina

DIRECTORS

John M. Bell
Marine Surveyor

Capt. David Damon
MHF Rattlesnake

Jim Lee
River City Brewing Co.

James J. Thompson
Antique Dealer

M. D. Alan Mundy III
Mundy Brothers Marine

Robert K. Gobis
Dine Towing Co.

Joseph Shiffert
North Florida Shipyard

Richard "Dick" Weber
Habitat for Humanity

W. I. "Bill" Knight
Jax Marine Institute

Rev. Ian Allyn
Lakeshore Presbyterian

Sliv y Corporation

Amended Article, 10/21/96

600001580576--5
10/21/96--01006--015
*****35.00 *****35.00

Enclosed check for \$25.00
to record the enclosed
Amendment to Articles of
Incorporation. Please return
properly stamped with
filing date to our Treasurer.
The date of adoption is Oct. 16, '96
No other members were required
to vote - only the members
of the Board - Please expedite
as much as you can as we have
an IRS deadline to meet. Thanks,

Grace B. Rogers,

Treasurer

AM
PRC
10-22

MARITIME HERITAGE FOUNDATION, INC.

Articles of Amendment to
ARTICLES OF INCORPORATION

The undersigned corporation adopts the following articles of amendment to its Articles of Incorporation, changing the articles to read as set forth hereafter.

The Board of Directors approved these articles on October 16th, 1996, and members were not entitled to vote on proposed amendments.


1. The Articles of Incorporation shall be amended to include a new ARTICLE IX, which shall read as follows:

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Court of Common Pleas on the county in which the principal office of the organization 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.

2. The present ARTICLE IX, entitled "Incorporators" shall be amended to become ARTICLE X.

3. ARTICLE VII, as now reads "These articles may be amended by a three-quarters vote of the Governors present at a duly constituted meeting of the Board of Governors, provided notice in writing of the proposed amendment is mailed to each Governor at least ten days before such meeting." shall be amended to read "These articles may be amended by a three-quarters vote of the Governors present at a duly constituted meeting of the Board of Governors, provided notice of the proposed amendment is made to each Governor at least two days before such meeting."

The undersigned has executed these Amended Articles of Incorporation this 16 day of OCTOBER, 1996 as President of the Corporation.

 Wayne Moore, President, Acting