

# N96000003385

Law Offices

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### ATTORNEYS AT LAW

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LAND USE COORDINATOR

PETER D. BACHELER

November 18, 1997

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Amendment to Articles of Incorporation  
The Keys Academy for Marine Science, Inc.

Dear Sir or Madam:

Enclosed please find the two original Articles of Amendment for the above referenced corporation, together with our check in the sum of \$35.00 to cover the cost of filing same. Please return a conformed copy of the Articles to our office at the above letterhead address.

Sincerely,

James S. Lupino

JSL:db

Enclosures

*No chg. in officers/directors or Registered Agent  
These are the original  
officers/directors and  
Registered Agent.*

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-11/20/97-01041-001

\*\*\*\*\*35.00 \*\*\*\*\*35.00

FILED  
97 DEC 10 AM 9:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

VS DEC 11 1997



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 1, 1997

JAMES S. LUPINO  
90130 OLD HIGHWAY  
TAVERNIER, FL 33070

SUBJECT: THE KEYS ACADEMY OF MARINE SCIENCE, INC.  
Ref. Number: N96000003385

We have received your document for THE KEYS ACADEMY OF MARINE SCIENCE, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

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) 487-6909.

Velma Shepard  
Corporate Specialist

Letter Number: 297A00056784

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LAND USE COORDINATOR

PETER D. BACHELER

December 8, 1997

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314  
Attn: Velma Shepard, Corporate Specialist

Re: Articles of Amendment  
The Keys Academy of Marine Science, Inc.

Dear Sir or Madam:

Pursuant to your letter dated December 1, 1997 (copy enclosed), we are returning two original Articles of Amendment for the above referenced corporation with the additions made as follows:

The word "initial" was not removed because the directors are the original.

A statement has been added that there are no members entitled to vote.

A certificate of the Registered Agent has been attached.

Sincerely,

James S. Lupino

JSL:db

Enclosures

**ARTICLES OF AMENDMENT**  
**TO**  
**ARTICLES OF INCORPORATION OF**  
**THE KEYS ACADEMY OF MARINE SCIENCE, INC.**

**FILED**  
97 DEC 10 AM 9:21  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Pursuant to the provision of 617 (nonprofit corporation) Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The Articles of Incorporation filed on June 25, 1996 shall be deleted in its entirety and replaced with the following paragraphs:

The undersigned, for the purpose of forming a not for profit corporation under Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

**ARTICLE I: NAME**

The name of the corporation is THE KEYS ACADEMY OF MARINE SCIENCE, INC.

**ARTICLE II: PRINCIPAL OFFICE**

The principal place of business and mailing address of the corporation is 141 Aregood Lane, Islamorada, FL 33036.

**ARTICLE III:**

The purposes for which the Keys Academy of Marine Science, Inc. is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of section 501(c)(3) of the Internal Revenue code of 1986 or the corresponding provision of any future United States Internal Revenue law. Notwithstanding any other provision of these articles, this organization shall not carry on any 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 of 1986 or the correspondence provision of any future United States Internal Revenue law.

**ARTICLE IV: QUALIFICATION**

The qualifications for members and the manner of their admission are stated in the bylaws of the corporation.

**ARTICLE V: INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office and agent of the corporation is Robert S. Wilkinson, 141 Aregood Lane, Islamorada, FL 33036.

#### **ARTICLE VI: INITIAL BOARD OF DIRECTORS**

The number of persons constituting the Board of Directors of the corporation is initially three. The manner in which the directors are elected is stated in the corporate bylaws. The name and address of each person who is to serve as a member of the initial Board of Directors is:

Robert S. Wilkinson, 141 Aregood Lane, Islamorada, FL 33036 - President & Director

Claire C. Wilkinson, 141 Aregood Lane, Islamorada, FL 33036 - President & Director

Mary Marr, 204 South Airport Rd., Tavernier, FL 33070 - Secretary/Treasurer/Director

#### **ARTICLE VII: NON-STOCK BASIS**

The corporation is organized under a non-stock basis.

#### **ARTICLE VIII: DISSOLUTION**

Upon the dissolution of the corporation, 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 so disposed of shall be disposed of by the court of common Pleas of the county in which the principal 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 IX: INCORPORATOR**

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

#### **ARTICLE X: AMENDMENTS**

The corporation reserves the right to amend or repeal any provisions of these Articles of Incorporation, or any amendment(s) thereto.

#### **ARTICLE XI: CORPORATE POWERS**

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes.

SECOND: The Amendment was adopted by the Board of Directors on the 11th day of November, 1997. There are no members entitled to vote.

THE KEYS ACADEMY OF  
MARINE SCIENCE, INC.

By: Connie Chapell  
President and Director

Mary R. Man  
Secretary

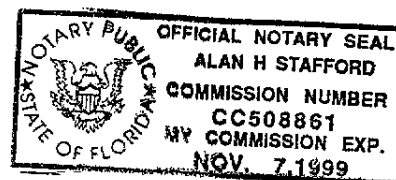
STATE OF FLORIDA  
COUNTY OF MONROE

Before me, the undersigned authority, personally appeared, CONNIE CHAPPELL to me well known to be the person who executed the foregoing Articles of Amendment to Articles of Incorporation and acknowledged before me, according to law, that they made and subscribed the same for the purposes therein mentioned and set forth. That I relied upon the following from of identification for the above-named persons: FL. DRIVERS LICENSE

Witness my hand and official seal in the County and State last aforesaid this 13th day of NOVEMBER, 1997.

Alan H. Stafford  
Notary Public  
Print Name: ALAN H. STAFFORD

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.**

In compliance with Section 617, Florida Statutes, the following is submitted:

First -- that **THE KEYS ACADEMY OF MARINE SCIENCE, INC.** desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 103200 Overseas Highway, Key Largo, Monroe County, State of Florida 33037, has named **CONNIE CHAPELL**, located at 46 Mutiny Place, City of Key Largo, State of Florida 33037, as its agent to accept service of process within Florida.

SIGNATURE Connie Chapell  
(Corporation Officer)

TITLE Pres.

DATE 12/8/97

Having been named to accept service of process for this above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties. I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

SIGNATURE Connie Chapell  
CONNIE CHAPELL

DATE 12/8/97