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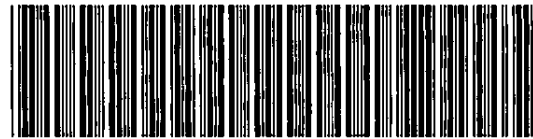
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TALLAHASSEE, FLORIDA

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C. CARROTHERS

## UPCHURCH, BAILEY AND UPCHURCH, P.A.

JOHN D. BAILEY, JR.  
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MICHAEL A. SIRAGUSA

STEPHEN A. FAUSTINI

ALLYSON BOYLES CURRIE

ERIN ROHAN SMITH

ATTORNEYS AT LAW  
Established 1925

780 North Ponce de Leon Boulevard  
St. Augustine, Florida 32084  
[www.ubulaw.com](http://www.ubulaw.com)

Telephone (904) 829-9066  
Facsimile (904) 825-4862

Please reply to:  
Post Office Drawer 3007  
St. Augustine, Florida 32085-3007

OF COUNSEL:

TRACY WILSON UPCHURCH

FRANK D. UPCHURCH, SR.  
(1894-1986)

HAMILTON D. UPCHURCH  
(1925-2008)

FRANK D. UPCHURCH, JR.  
(1922-2012)

November 1, 2016

**VIA FEDERAL EXPRESS DELIVERY**  
**Tracking No. 7776 0595 4460**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Re: Filing of Amended and Restated Articles of Incorporation  
Document No. N97000004910  
The Saint Augustine Lighthouse and Museum, Inc.  
n/k/a St. Augustine Lighthouse & Maritime Museum, Inc.

Dear Clerk:

Enclosed please find the Amended and Restated Articles of Incorporation to be filed for the above-referenced not for profit corporation. I have included a check in the amount of \$43.75 for the filing fee and certificate of status, together with a pre-paid return FedEx envelope.

Please do not hesitate to contact me if you have any questions regarding this transaction. You may reach me by phone at (904) 829-9066, or by email at [cindy@ubulaw.com](mailto:cindy@ubulaw.com).

Thank you very much for your assistance.

Sincerely,



Cindy Strickland  
Assisting Sidney F. Ansbacher

/cs

Enclosures

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF THE**

**ST. AUGUSTINE LIGHTHOUSE & MARITIME MUSEUM, INC.**

Pursuant to the provisions of Sections 617.1001, 617.1002(1)(b), and 617.1007, Fla. Stat., the St. Augustine Lighthouse & Maritime Museum, Inc., a Florida corporation not-for-profit (Corporation), whose existing Articles of Incorporation were filed by the Florida Department of State on August 28, 1997, by resolution duly adopted by its Board of Trustees, adopts the following restated and amended articles of incorporation.

First

NAME

The name of the Corporation which has been known as The Saint Augustine Lighthouse and Museum, Inc., shall now be known as the St. Augustine Lighthouse & Maritime Museum, Inc.

Second

PRINCIPAL OFFICE

The principal office of the Corporation is to be located at 100 Red Cox Road, St. Augustine, Florida, 32080; the mailing address is 81 Lighthouse Avenue, St. Augustine, Florida 32080.

Third

PURPOSE

2016 NOV -2 AM 11:22  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Further, the Corporation mission is “discover, preserve, present and keep alive the stories of the nation’s oldest port, as symbolized by our working St. Augustine Lighthouse.” In fulfilling the mission, the Corporation shall provide high quality museum services, including but not limited to educational programs and exhibitions, historic preservation and original maritime research for the benefit of the community and the general public, regardless of race, gender, creed, or religious affiliation through appropriate creative, educational and scholarly programming.

#### Fourth

#### BOARD OF TRUSTEES

A. The Board of Trustees (the Board) shall consist of up to twenty (20) members who shall be dues paying members of the Corporation. They shall be chosen by the Board of Trustees to serve up to two (2) consecutive, three (3) year terms, although the initial Board shall serve staggered terms of one, two, and three years.

B. The Board of Trustees may at its discretion hold some trustee appointments in reserve as unfilled posts for future use. Four (4) members of the Board shall be affiliated with the Junior Service League of St. Augustine (the League). These members shall be nominated by the nominating committee of the Board of Trustees of the St. Augustine Lighthouse & Maritime Museum, then presented to the current Board of Directors of the League for League review and comment within thirty (30) days, after which time the Board shall vote on the nominated trustees to represent the League. Three of these appointees shall be chosen from the active, transitional, active sustaining, or sustaining membership of the League and the fourth shall be an active member of the League.

#### Fifth

#### NO FINANCIAL BENEFIT TO MEMBERS OR OTHERS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other 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 Article Third hereof. 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, or in opposition to, any candidate for public office. 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 §501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

#### Sixth

#### DISSOLUTION

Upon dissolution of the Corporation, the Board, after paying or making provision for the payment of all liabilities of the Corporation, shall distribute the remaining assets in such a manner as the Board shall determine and as required by law. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any future federal tax code.

Seventh

PERPETUAL EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law.

Eighth

LIMITATION OF LIABILITY

No Director shall be personally liable to the corporation or the members, if any, for monetary damages for breach of fiduciary duty as a Director, except that this Article shall not eliminate or limit the liability of a Director to the corporation or the members, if any, for monetary damages for: (a) any breach of the Director's duty of loyalty to the corporation or the members, if any; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) acts specified in Section 617.0831, Fla. Stat., as amended; or (d) any transaction from which the Director directly or indirectly derived an improper personal benefit.

If the Florida Not for Profit Corporation Act is hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of a Director, in addition to the limitation on personal liability provided in this Article will be further eliminated or limited to the fullest extent permitted by the Florida Not for Profit Corporation Act. Any repeal or modification of any portion of this Article will be prospective only and will not adversely affect any right or protection of a Director existing at the time of such repeal or modification.

Ninth

REGISTERED AGENT

The name and address of the registered agent for service of process is Kathy A. Fleming, Executive Director, St. Augustine Lighthouse & Maritime Museum, Inc. 81 Lighthouse Avenue, St. Augustine, Florida 32080.

Tenth

AMENDMENT

These Articles of Corporation may be amended upon a majority vote of the Board of the St. Augustine Lighthouse & Maritime Museum, Inc., and filed with the Secretary of State as required by law.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 31 day of October, 2016.

Signed, sealed and delivered  
in the presence of:

Loni Wellman

Witness: Loni Wellman

Shannon O'Neil

Witness: Shannon O'Neil

**St. Augustine Lighthouse & Maritime  
Museum, Inc.**

By: Peter Spiller

Print: Peter Spiller

Title: Chairman of Board

STATE OF FLORIDA

COUNTY OF ST. JOHNS

I hereby certify that the foregoing was acknowledged before me this 31 day of October, 2016, by Peter Spiller, as Chairman of Board of St. Augustine Lighthouse, who (☒) is personally known to me or (☐) has produced \_\_\_\_\_ as identification.



LENA UTLEY  
MY COMMISSION # FF 961935  
EXPIRES: February 17, 2020  
Bonded Thru Budget Notary Services

Lena Utley  
Notary Public, State of Florida

My Commission expires: February 17, 2020

(Notary Seal)