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(City/State/Zip/Phone #)

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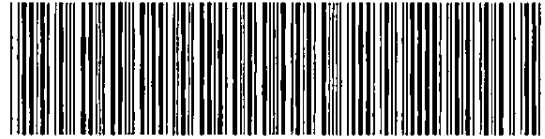
Certificates of Status _____

Special Instructions to Filing Officer.

J. HORNE
SEP 12 2023

8/24

Office Use Only



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01/14/21 10:00:00 014 10:00:00

FILED
23 AUG 24 AM 8:33
HALL COUNTY CLERK
HALL COUNTY, FLORIDA

COVER LETTER

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

SUBJECT: ST. AUGUSTINE LIGHTHOUSE & MARITIME MUSEUM, INC.
CORPORATE NAME

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

☒ \$35.00 ☐ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$43.75 ☐ \$52.50
Filing Fee Filing Fee.
& Certified Copy Certified Copy
 & Certificate of
 Status
ADDITIONAL COPY REQUIRED

FROM: SUSAN MILLS
Name (Printed or typed)
81 LIGHTHOUSE AVE
Address
ST AUGUSTINE, FL 32080
City, State & Zip
904-829-0745 X216
Daytime Telephone number
SMILLS@STAUGUSTINELIGHTHOUSE.ORG
E-mail address: (to be used for future annual report notification)

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 3, 2023

SUSAN MILLS
81 LIGHTHOUSE AVE
ST. AUGUSTINE, FL 32080 US

SUBJECT: ST. AUGUSTINE LIGHTHOUSE & MARITIME MUSEUM, INC.
Ref. Number: N97000004910

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

PLEASE CHOOSE WHICH ONE YOU WOULD LIKE TO FILE, YOU WILL NOT BE ABLE TO FILE BOTH.

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) 245-6050.

Jasmine N Horne
Regulatory Specialist II

Letter Number: 023A00017516

**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ST. AUGUSTINE LIGHTHOUSE & MARITIME MUSEUM, INC.**

FILED
23 AUG 24 AM 8:33
CLERK OF DISTRICT COURT
ST. AUGUSTINE, FLORIDA

**ARTICLE I
NAME**

The name of this corporation is St. Augustine Lighthouse & Maritime Museum, Inc.

**ARTICLE II
PRINCIPAL OFFICE**

The address of the principal office of this corporation is 100 Red Cox Road, St. Augustine, Florida, 32080; the mailing address is 81 Lighthouse Avenue, St. Augustine, Florida 32080.

**ARTICLE III
PURPOSE**

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 "To 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.

**ARTICLE IV
BOARD OF TRUSTEES**

A. The Board of Trustees (the "**Board**") of the Corporation shall consist of up to twenty (20) members who shall be dues paying members of the Corporation. The members of the Board shall be chosen solely and exclusively by the Board of the Corporation to serve up to two (2) consecutive, three (3) year terms.

B. The Board may, at its discretion, hold some trustee appointments in reserve as

unfilled posts for future use.

ARTICLE V
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 Three 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.

ARTICLE VI
PERPETUAL EXISTENCE

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VII
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.

ARTICLE VIII
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.

ARTICLE IX **REGISTERED AGENT**

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

ARTICLE X **AMENDMENT**

A. These Articles of Incorporation may be amended upon a majority vote of the Board of the Corporation and filed with the Secretary of State as required by law.

B. The Corporation's Bylaws may be amended in whole or in part by a two-thirds majority vote of the members of the Board of the Corporation entitled to vote at a meeting called for such purpose. Notice of the proposed changes shall be provided at the previous general meeting of the Board or delivered electronically to the Board along with notice of the meeting.

* * * * *

The foregoing Amended and Restated Articles were adopted by the Board of Directors of the Corporation by written consent to be effective as of June 9, 2023.

St. Augustine Lighthouse & Maritime Museum, Inc.

[Signature]

Witness: Leta O'Neil Wiseman

Claire Hooper

Witness: Claire Hooper

By: Doris K Wiles

Name: Doris K Wiles

Title: Chairman, Board of Trustees

STATE OF FLORIDA

COUNTY OF ST. JOHNS

I hereby certify that the foregoing was acknowledged before me this 9th day of June, 2023 by Doris K. Wiles as chairman of the Board of Trustees of St Augustine Lighthouse & Maritime Museum Inc. who is (☒) personally known to me or (☐) has produced _____ as identification.

[Signature]

Notary Public, State of Florida

My Commission Expires: _____



CATHY PRUITT
Commission # HH 181442
Expires October 28, 2025
Bonded thru Budget Notary Services

**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
ST. AUGUSTINE LIGHTHOUSE & MARITIME MUSEUM, INC.**

A

The name of this corporation is St. /

Copy

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St. Augustine Lighthouse & Maritime Museum, Inc.

[Signature]

Witness: Leta O'Neil Wiseman

Claire Hooper

Witness: Claire Hooper

By: Doris K Wiles

Name: Doris K Wiles

Title: Chairman, Board of Trustees

STATE OF FLORIDA

COUNTY OF ST. JOHNS

I hereby certify that the foregoing was acknowledged before me this 9th day of June, 2023 by Doris K. Wiles as chairman of the Board of Trustees of St Augustine Lighthouse & Maritime Museum Inc. who is (☒) personally known to me or (☐) has produced _____ as identification.

[Signature]

Notary Public, State of Florida

My Commission Expires: _____



CATHY PRUITT
Commission # HH 191442
Expires October 20, 2025
Bonded Three Budget Notary Services