

OCT-06-2005

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

LIGHTHOUSE ARCHAEOLOGICAL MARITIME PROGRAM, INC.

Certificate of Status	0
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**CERTIFICATE OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF**

LIGHTHOUSE ARCHAEOLOGICAL MARITIME PROGRAM, INC.

(A Corporation Not For Profit)

In compliance with Section 617.1002, Fla. Stat. (2004), the undersigned hereby certify that:

1. The name of this not for profit corporation is **Lighthouse Archaeological Maritime Program, Inc.** (the "Corporation").

2. At a duly convened meeting of the Board of Directors (the "Board") of the Corporation, held on July 7, 2005, the Board unanimously adopted and approved the following Amended and Restated Articles of Incorporation, to replace the existing Articles of Incorporation in its entirety:

**ARTICLE I
DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE II
PRINCIPAL OFFICE**

The address of the principal office and the mailing address of the Corporation is 81 Lighthouse Avenue, St. Augustine, Florida 32084.

**ARTICLE III
BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of members of the initial Board of Directors shall be ten (10). The number of members of the Board of Directors may be decreased or increased from time to time in accordance with the Bylaws of the Corporation, but shall never be less than three (3). The manner in which the Directors are to be elected or appointed and hold office shall be stated in the Corporation's Bylaws.

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**ARTICLE IV
GENERAL AND SPECIFIC PURPOSES**

The charitable purposes of the Corporation are:

- (a) to receive contributions, donations and other gifts and grants of cash, assets, property, services or otherwise, including (without limitation) those designated for specified projects or programs, such designation to be made either by the donor, contributor or grantor or by the Board of Directors of the Corporation, relating to historical and archaeological research;
- (b) to apply for and receive grants, awards, gifts and other funds from foundations and other persons or entities to be used by the Corporation for research and educational, as the Board of Directors of the Corporation deem appropriate;
- (c) to research, investigate, and interpret St. Augustine's maritime history, through historical and archaeological research;
- (d) to explore and delineate the numerous shipwreck sites associated with the creation and development of the nation's oldest port; and
- (e) to engage in any lawful act or activity for which corporations may be organized under the Florida Not For Profit Corporation Act but not for pecuniary profit, provided that the Corporation is not formed to engage in any act or activity which requires the consent or approval of any state regulatory or governmental body without such consent or approval first being obtained.

**ARTICLE V
INUREMENT**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, 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 V 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 of Incorporation, 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, or the Corresponding section of any

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future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VI REGISTERED AGENT AND OFFICE

The address of the Corporation's registered office shall be 81 Lighthouse Avenue, St. Augustine, Florida 32084, and the name of its registered agent at said address shall be Kathy Fleming.

ARTICLE VII OFFICERS

The officers of the Corporation shall be a Chair, Vice Chair, Secretary and Treasurer, and such other officers as the Board of Directors may from time to time by resolution create. Any two or more offices may be held by the same person.

ARTICLE VIII INCORPORATORS

The names and addresses of the incorporators are:

Nancy Sikes-Kline	15 Miruela Avenue St. Augustine, Fl 32084
Joseph L. Boles, Jr.	120 Charlotte Street St. Augustine, Fl 32084
Marsha Chance	218 Raintree Trail St. Augustine, Fl 32086
John William Morris, III	2842 Coastal Highway St. Augustine, Fl 32095

ARTICLE IX STOCK

The Corporation shall be organized on a nonstock basis.

ARTICLE X MEMBERSHIP

Unless otherwise adopted and approved by a majority vote of the Directors of the Corporation, the Corporation shall not have members.

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**ARTICLE XI
BYLAWS**

The Board of Directors shall adopt Bylaws consistent with these Articles of Incorporation. Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not For Profit Law of the State of Florida concerning corporate action that must be authorized or approved by the members of the Corporation, Bylaws of the Corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth in the Bylaws.

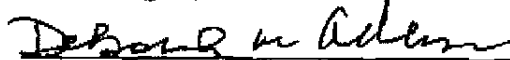
**ARTICLE XII
DISSOLUTION OF THE CORPORATION ..**

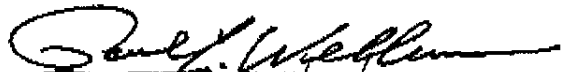
Upon the dissolution of the Corporation, after paying or making provision for the payment of all liabilities of the Corporation, the Corporation's assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section 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 a court of competent jurisdiction 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.

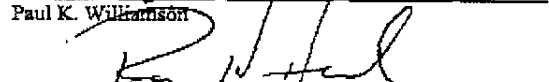
3. Pursuant to the original Articles of Incorporation and Bylaws of the Corporation, the members of the Corporation have no voting authority on proposed amendments. The Amended and Restated Articles of Incorporation and this Certificate of Amendment have been duly approved by a quorum of the Board at a duly convened meeting of the Board held on July 7, 2005.


IN WITNESS WHEREOF, the undersigned, being all of the current directors of the Corporation, have executed this Certificate of Amendment to Articles of Incorporation this 31st day of August, 2005.


Deborah M. Adams


Paul K. Williamson


Lynne E. Blow


Raymond H. Hamel


Paul Eckstein

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**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 48.091, Florida Statutes, the following is submitted:

That Lighthouse Archaeological Maritime Program, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of St. Augustine, State of Florida, has named Kathy Fleming, 81 Lighthouse Avenue, St. Augustine, Florida 32084, as its agent to accept service of process within Florida.

Lighthouse Archaeological Maritime Program, Inc.

By Deborah M. Adams
Name: Deborah M. Adams
Title: Chair

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, Kathy Fleming hereby agrees to act in this capacity, and Kathy Fleming further agrees to comply with the provisions of all statutes relative to the proper and complete performance of her duties.

Kathy A Fleming
Kathy Fleming
Date: Sept 29, 2005