

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H100002785163)))



H100002785163ABC/

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6380

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL
Account Number : 110432003053
Phone : (561)694-8107
Fax Number : (561)694-1639

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

COR AMND/RESTATE/CORRECT OR O/D RESIGN
MARINE INDUSTRY CARES FOUNDATION, INC.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$35.00

* Keep original file
date of 12/30/2010

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2010 DEC 30 PM 10:58

FILED

15-11



January 4, 2011

FLORIDA DEPARTMENT OF STATE

Division of Corporations

MARINE INDUSTRY CARES FOUNDATION, INC.
1600 SE 17TH ST SUITE 410
FT LAUDERDALE, FL 33316

SUBJECT: MARINE INDUSTRY CARES FOUNDATION, INC.
REF: P10000099772

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

Entities may file using only the entity's name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing an application and submitting the appropriate fees to this office.

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) 245-6908.

Sylvia Gilbert
Regulatory Specialist II

FAX Aud. #: H10000278516
Letter Number: 111A00000144

RECEIVED
11 JAN -4 AM 8:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

MARINE INDUSTRY CARES FOUNDATION, INC.

FILED

2010 DEC 30 PM 10:58

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Article I – Name

The name of this Florida corporation is Marine Industry Cares Foundation, Inc. ("Corporation").

Article II – Purpose

This corporation is organized and shall operate exclusively for charitable and other exempt purposes described in section 501(c)(3) of the Internal Revenue Code as amended, and its Regulations as the same now exist, or as they may be modified from time to time. This corporation may engage in only such activities as are permitted under the laws of the State of Florida and the United States of America, which shall constitute activities in furtherance of such exempt purposes. In furtherance of such purposes, this corporation may promote, establish, conduct and maintain activities on its own behalf, and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities. Notwithstanding anything herein to the contrary, this Corporation may exercise any and all (but no other) powers in furtherance of the exempt purposes of 501(c)(3) organizations.

- A. **Exempt Purpose** – No part of the income, principal, holdings, or assets of this corporation shall inure to the benefit of or be distributed to any member, director or officer of the corporation or any other private individual in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c)(3). Accordingly, the Corporation shall: absolutely refrain from participating in political campaigns; ensure that its earnings and assets do not unjustly enrich board members, officers, key management employees, or other insiders; not further non-exempt purposes more than insubstantially; not operate for the primary purpose of conducting a trade or business that is not related to exempt purposes; not engage in activities that are illegal or violate public policy; and restrict its legislative activities in accordance with Section 501(c)(3). However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.
- B. **Dissolution** – In the event of the complete or partial liquidation or dissolution of the corporation, whether voluntary or involuntary, no member, officer, or director shall be entitled to any distribution or division of the corporation's property or proceeds therefrom, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed, subject to the order of the Circuit Courts of the State of Florida, as provided by law, exclusively for exempt purposes such as to an organization or organizations which themselves are exempt pursuant to Section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Article III – Bylaws

The bylaws of this Corporation may only be made, amended, or rescinded by a majority vote of the voting members, unless all of the voting members sign a written statement manifesting their intention that the bylaws be made, amended, or rescinded.

Article IV -- Address

The street and mailing address of the Marine Industry Cares Foundation, Inc.'s initial principal office is:

Marine Industry Cares Foundation, Inc. d/b/a Marine Industry Cares
1600 S.E. 17th Street, Suite 410
Fort Lauderdale, FL 33316

Article V -- Registered Agent

The name and address of the initial registered agent for Marine Industry Care Foundation, Inc. d/b/a Marine Industry Cares is:

Peter Hult
1600 S.E. 17th Street, Suite 410
Fort Lauderdale, FL 33316

Article VI -- Board of Directors

The affairs of Marine Industry Cares Foundation, Inc. shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by applicable law.

The name and addresses of each member of the Corporation's initial Board of Directors, who shall serve until successors are elected, is:

Edward Telfer
Chairman
2000 SW 36 Terrace
Ft. Lauderdale, FL 33312

Peter Hult
Director
1200 NE 12 Avenue
Ft. Lauderdale, FL 33304

David Reed
Director
520 SW 16 Court
Ft. Lauderdale, FL 33315

Sabrina Farmer
Director
2721 SW 24 Terrace
Ft. Lauderdale, FL 33312

Successors shall be elected pursuant to the bylaws of the Corporation.

Article VII -- Capital Stock

This Corporation shall have authority to issue shares of common stock, par value per share

Article VII – Incorporator

The name and address of the incorporator is:

Corporate Creations International, Inc
11380 Prosperity Farms Road #221E
Palm Beach Gardens, FL 33410

Article IX – Corporate Existence

This Initial Articles of Incorporation became effective on December 9, 2010. These Amended and Restated Articles of Incorporation shall be effective as of December 29, 2010.

Article X – Conflict of Interest

Any member of the board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his seat and refrain from discussion and voting on said item.

Certification

These First Amended and Restated Articles of Incorporation have been adopted by the Board of Directors and do not contain any amendments requiring member approval.

The undersigned Director executed these Articles of Incorporation on behalf of the Board of Directors on December 30, 2010.



Director