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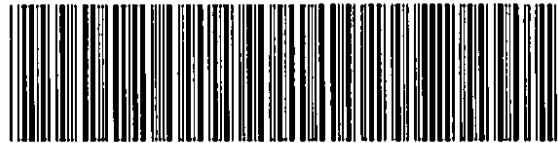
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SECRETARY OF STATE
TALLAHASSEE, FL

COVER LETTER

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

SUBJECT: Sealand Maritime Foundation, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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

☐ \$70.00 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☒ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: Lynn B. Lewis

Name (Printed or typed)

501 Brickell Key Drive, Suite 505

Address

Miami, FL 33131

City, State & Zip

(305) 374 - 0148

Daytime Telephone number

lynnlewis@lblpa.com

E-mail address: (to be used for future annual report notification)

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 21, 2019

LYNN B. LEWIS
501 BRICKELL KEY DR STE 505
MIAMI, FL 33131

SUBJECT: SEALAND MARITIME FOUNDATION, INC.
Ref. Number: W19000049437

We have received your document for SEALAND MARITIME FOUNDATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

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) 245-6052.

Jessica A Fason
Regulatory Specialist II

Letter Number: 219A00010275

2019 JUN -5 AM 11:36

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E-mail address: (to be used for future annual report notification)

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

**ARTICLES OF INCORPORATION
FOR
SEALAND MARITIME FOUNDATION, INC.**

The undersigned incorporator, desiring to form a Benefit corporation under Section 607.602 et seq. of the Florida Statutes and all successor statutes (the "Florida Benefit Corporation Statute"), hereby adopts the following Articles of Incorporation ("Articles"). The capitalized terms in these Articles shall have the definitions which are ascribed to them in the Florida Benefit Corporation Statute unless the context of these Articles clearly indicates a contrary intent.

**ARTICLE 1
NAME**

The name of the corporation is SEALAND MARITIME FOUNDATION, INC., which is hereinafter referred to as the "Corporation".

**ARTICLE 2
PUBLIC BENEFIT**

The General Public Benefits for which the Corporation is created are the causation of a material and positive effect on society and the environment, taken as a whole, and which material and positive effects will be annually assessed using a recognized standard for defining, reporting and assessing the societal and environmental performance of a business.

In addition to the General Public Benefits for which the Corporation is created, the Specific Public Benefits for which the Corporation is created consist of:

1. To provide venues and events to expose recreational boaters to various cultural and historical sites and to at-risk marine ecosystems, located throughout the Caribbean;
2. To host events, which educate recreational boaters about reefs and near-to-shoreline ecosystems in the Caribbean; and
3. To host on-site training experiences for youth from various underserved communities in the Caribbean for potential employment in maritime-related jobs such as seamanship, boat chartering, sport fishing, and eco-guiding.

**ARTICLE 3
PRINCIPAL OFFICE**

The principal office and mailing address of the Corporation is located at 2951 South Bayshore Drive, Suite 908, Miami, Florida 33133, or at such other place within or without the State of Florida as may be subsequently designated by the Board of Directors. All books and records of the Corporation shall be kept at its principal office or at such other place as may be permitted by the Act.

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TALLAHASSEE, FL

ARTICLE 4 SHARES

The Corporation is authorized to issue 4,000 shares of no par value stock.

ARTICLE 5 PURPOSE

The objects and purposes to be transacted and carried on by the Corporation are as follows:

5.1 To fulfil the General Public Benefits and the Specific Public Benefits which are enumerated in Article 2 above, together with such additional or revised Specific Public Benefits as the Board of Directors may, in the future determine to be desirable for the Corporation to pursue, provided such additional or revised Specific Public Benefits are consistent with these Articles and with the Florida Benefit Corporation Statute.

5.2 To engage in any and all activities which a for-profit Benefit corporation is permitted to perform under the Florida Benefit Corporation Statute, provided none of the same shall be inconsistent with the General Public Benefits purposes of, and requirements upon, a Benefit corporation under the laws of the State of Florida.

5.3 To have all of the powers conferred upon a for-profit corporation by the laws of the State of Florida, as they are from time to time enacted, provided none of the same shall be inconsistent with the General Public Benefits purposes of, and requirements upon, a Benefit corporation under the Florida Benefit Corporation Statute.

ARTICLE 6 POWERS

In furtherance and not in limitation of the powers conferred by statute, but always subject to the requirements and limitations of the Florida Benefit Corporation Statute, the following specific provisions are made for the regulation of the business and the conduct of affairs of the Corporation:

The Corporation shall have the power to enter into, or become a partner in, any agreement for the union of interests, or joint venture with any person, firm or corporation for the purposes of carrying on any legal business of the Corporation, provided such business is consistent with the General Public Benefits and Specific Public Benefits which are enumerated in these Articles together with such additional or revised General Public Benefits and Specific Public Benefits as the Board of Directors may, in the future, determine to be desirable for the Corporation to pursue and which additional or revised Specific Public Benefits shall be consistent with these Articles and with the Florida Benefit

Articles and with the Florida Benefit Corporation Statute.

ARTICLE 7 BOARD OF DIRECTORS

7.1 Management by Directors. The property, business and affairs of the Corporation shall be managed by a Board, which shall consist of not less than three (3), nor more than five (5) persons. A majority of the directors in office shall constitute a quorum for the transaction of business of the Corporation. The By-Laws shall provide for meetings of directors, including annual meetings.

7.2 Benefit Director. The Corporation shall have not less than one (1) Benefit Director whose responsibility shall include the preparation and dissemination of the Annual Benefit Report, as provided in Article 13 of these Articles, and such other duties as are required of the Benefit Director by the Corporation's Board. The initial Benefit Director shall be Roger Simon.

7.3 Initial Board of Directors. The names and addresses of the initial Board, who shall hold office until the first election and thereafter until qualified successors are duly elected and have taken office, shall be as follows:

| <u>Name</u> | <u>Address</u> |
|------------------|--|
| Michael J. Beach | 90 Alton Road Miami Beach, FL 33139 |
| Amber McGhee | 900 West Avenue Miami Beach, FL 33139 |
| Roger R. Simon | 900 West Avenue Miami Beach, FL 33139 |

7.4 Election or Appointment of Board of Directors. Unless otherwise provided in these Articles, directors elected or appointed by the shareholders shall be elected or appointed at the annual meeting of the shareholders as provided in the By-Laws. The By-Laws may provide for the method of voting for the election and for the removal from office of directors.

7.5 Duration of Office. Directors elected or appointed by the shareholders shall hold office until the next succeeding annual meeting of the members and thereafter until qualified successors are duly elected or appointed and have taken office.

7.6 Vacancies. If a director elected or appointed by the shareholders shall for any reason cease to be a director, the shareholders shall have the right to appoint or elect a successor to fill the vacancy for the balance of the unexpired term.

ARTICLE 8 OFFICERS

8.1 Officers Provided For. The Corporation shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time elect. One person may hold more than one office, subject to the limitations set forth in the By-Laws.

8.2 Directors May Serve as Officers. Upon election as provided for herein, a director may also serve as an officer of the Corporation.

ARTICLE 9 BY-LAWS

The Board shall adopt By-Laws consistent with these Articles. Such By-Laws may be altered, amended, repealed or rescinded by the members in the manner set forth in the By-Laws.

ARTICLE 10 AMENDMENTS

10.1 Approval of Amendments. Amendments to these Articles shall be proposed and approved by the Board and thereafter submitted to a meeting of the shareholders for adoption or rejection by affirmative vote of 75% of the votes of the shareholders.

10.2 Notice. Notice of a proposed amendment shall be included in the notice of the meeting at which such amendment is to be considered and shall otherwise be given in the time and manner provided in the Act. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

10.3 Conflicting Provisions. In case of any conflict between these Articles and the By-Laws, these Articles shall control.

ARTICLE 11 INCORPORATOR

The name and address of the Incorporator of the Corporation is:

Name

Roger R. Simon

Address

900 West Avenue, Apt 1025
Miami Beach, Florida 33139

ARTICLE 12 INDEMNIFICATION

12.1 Right to Indemnification. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated

action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director, employee, officer, committee member, or agent of the Corporation, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding unless: (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he or she did not act in good faith or in a manner he or she reasonably believed to be not in, or opposed to, the best interest of the Corporation, and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe his conduct was unlawful; and (b) such court further determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he or she believed to be not in or opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, that he or she had reasonable cause to believe that his or her conduct was unlawful.

12.2 Attorneys' Fees. To the extent that a director, officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 12.1 above or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually incurred by him or her in connection therewith.

12.3 Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding through all available appeals upon receipt of an undertaking by or on behalf of the director, officer, committee member, employee or agent to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Corporation as authorized in this Article.

12.4 Non-exclusive. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or otherwise, both as to action in his or her official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

12.5 Power to Purchase Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, committee member, employee or agent of the Corporation against any liability asserted against such person and incurred by him/her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

12.6 No Amendment. The provisions of this Article 11 shall not be amended.

ARTICLE 13 ANNUAL BENEFIT REPORT

13.1 On an annual basis and not later than January 31 of every year, the Corporation shall prepare an annual benefit report, which shall include a narrative description of the ways in which the Corporation has pursued both its adopted General Public Benefits and its adopted Specific Public Benefits during the preceding year and the extent to which the General Public Benefits and Specific Public Benefits were created. The Corporation shall identify any circumstance that hindered the Corporation's pursuit or creation of General Public Benefits or Specific Public Benefits. The description shall explain the process and rationale which the Board of Directors used in selecting the third-party standard used to prepare the benefit report.

13.2 The annual benefit report shall provide the name of the Corporation's Benefit Director and his/her business address to which correspondence may be directed. The annual benefit report shall include: the Benefit Director's written opinion whether or not the Corporation materially complied with its General Public Benefits purpose and its Specific Public Benefits purpose and whether or not the Corporation's officers and directors complied with their duties which are set forth in the Florida Benefit Corporation Statute. If the Benefit Director is of the opinion that one or more officers or directors did not comply with the statutory duties, the Benefit Director shall state his/her basis for so concluding.

13.3 The annual benefit report shall include a statement of any connection between the organization that established the third-party standard against which the Corporation's performance is measured, or its directors, officers, or any holder of 5 percent or more of the governance interests in the organization, and the Corporation or its directors, officers, or any holder of 5 percent or more of the outstanding shares of the Corporation, including any financial or governance relationship that might materially affect the credibility of the use of the third-party standard.

13.4 The annual benefit report shall be prepared in accordance with a third-party standard that is:

- (a) Applied consistently with any previous application in prior annual benefit reports; or
- (b) Accompanied by an explanation of the reasons for any inconsistent application or any change in the standard from the immediate prior report.

13.5 The annual benefit report and the assessment of the performance of the Corporation in the annual benefit report need not be audited or certified by a third-party standards provider.

ARTICLE 14 DISSOLUTION

Upon dissolution of the Corporation, the Board of Directors shall: make provisions for the payment of all just debts and liabilities of the Corporation.

ARTICLE 14 REGISTERED AGENT

Until changed, the initial registered office of the Corporation shall be 501 Brickell Key Drive, Suite 505, Miami, FL 33131. The initial registered agent at that address shall be Lynn B. Lewis.

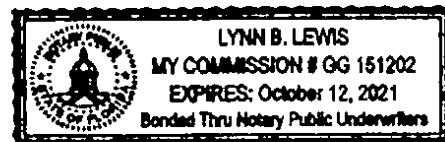
IN WITNESS WHEREOF, the said Incorporator has hereunto set his hand this 10
day of May, 2019.

Roger R. Simon, Incorporator

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me on the 10 day of May 2019, by Roger R. Simon, who is personally known to me.

Notary Public, State of Florida at Large
My Commission Expires: _____



**DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT
FOR
SEALAND MARITIME FOUNDATION, INC.**

Pursuant to Section 607.602 et seq. Florida Statutes, SEALAND MARITIME FOUNDATION, INC. having filed its Articles of Incorporation contemporaneously herewith, with its Registered Office as indicated therein at 501 Brickell Key Drive, Suite 505, Miami, FL 33131 has named Lynn B. Lewis whose address is 501 Brickell Key Drive, Suite 505, Miami, FL 33131 as its Registered Agent to accept service of process within this state.

SEALAND MARITIME FOUNDATION, INC.

By: _____

Roger R. Simon
Incorporator

Having been named as Registered Agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

Lynn B. Lewis
Registered Agent