

**F02000005524**

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(Address)

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(Business Entity Name)

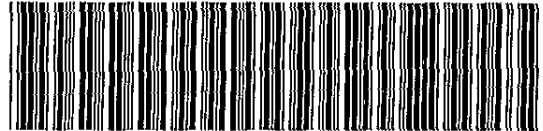
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

03 SEP -2 PM 12:09

**FILED**

*AMEND  
KRB 9/9*

**HERGE, SPARKS & CHRISTOPHER, LLP**

**ATTORNEYS-AT-LAW**

6862 ELM STREET, SUITE 360

MCLEAN, VIRGINIA 22101

TELEPHONE (703) 848-4700

FACSIMILE (703) 893-7371

August 28, 2003

Amendment Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Marine Learning Institute;  
Amended Certificate of  
Authority

Dear Sir or Madam:

Enclosed for filing are duplicate original Applications for Amended Certificate of Authority to Do Business in Florida. We also enclose a check in the amount of \$35.00 to cover filing fees, and a certificate from the parent state evidencing the date of the amendment (attached to a certified true copy of the amendment).

If you have any questions, please telephone me at your earliest convenience. Otherwise, I look forward to receiving confirmation of the amendment.

Sincerely,

  
Christopher T. Craig

Enclosure

cc: Marine Learning Institute  
(Without enclosure)

## TRANSMITTAL LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Marine Learning Institute  
(Name of corporation)

**DOCUMENT NUMBER:** F0200005524

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Christopher T. Craig  
(Name of person)

Herge, Sparks & Christopher, LLP  
(Name of firm/company)

6862 Elm Street, Suite 360  
(Address)

McLean, Virginia 22101  
(City/state and zip code)

For further information concerning this matter, please call:

Christopher T. Craig at ( 703 ) 848-4700  
(Name of person) (Area code & daytime telephone number)

Enclosed is a check for the following amount:

- \$35.00 Filing Fee       \$43.75 Filing Fee & Certificate of Status       \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)       \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

**Mailing Address:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

**NOT FOR PROFIT CORPORATION  
APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION TO FILE  
AMENDMENT TO APPLICATION FOR CONDUCTING AFFAIRS IN FLORIDA**  
(Pursuant to s. 617.1504, F.S.)

**SECTION I  
(1-3 MUST BE COMPLETED)**

F0200005524

\_\_\_\_\_  
(Document Number of Corporation (if known))


1. Marine Learning Institute, Incorporated  
(Name of corporation as it appears on the records of the Department of State)
2. Commonwealth of Virginia 3. November 4, 2002  
(Incorporated under laws of) (Date authorized to conduct affairs in Florida)

**FILED**  
03 SEP -2 PM 12:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECTION II  
(4-8 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? \_\_\_\_\_
5. \_\_\_\_\_  
(Name of corporation after the amendment, adding suffix "corporation," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation. "Company," or "Co.," may not be used as a corporate suffix by a nonprofit corporation)
6. If the amendment changes the period of duration, indicate new period of duration and the date the change was effected.  
\_\_\_\_\_  
(New duration) (Date)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction and the date the change was effected.  
\_\_\_\_\_  
(New jurisdiction) (Date)
8. If the purpose which the corporation intends to pursue in Florida has changed, indicate new purpose.  
See attached.

\_\_\_\_\_  
(The corporation is authorized to pursue such purpose in the jurisdiction of its incorporation)

  
(Signature of the chairman or vice chairman of the board, president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)

Richard Wooten  
(Typed or printed name)

8/20/2003  
(Date)

President  
(Title)

**PURPOSE**  
of  
**MARINE LEARNING INSTITUTE**

The purpose or purposes for which the Corporation is organized and shall be exclusively operated are to receive contributions and to make expenditures, directly or indirectly, for "conservation purposes," as that phrase is defined, described and limited in Section 170(h)(4), or successor Section, of the Internal Revenue Code and the Regulations thereunder as they now exist or may hereafter be amended; to accept "qualified conservation contributions" and to protect in perpetuity, exclusively for conservation purposes, all "qualified real property interests" donated to the Corporation, as those phrases are defined, described and limited in Section 170(h), or successor Section, of the Internal Revenue Code and the Regulations thereunder as they now exist or may hereafter be amended; to conduct research and studies into matters pertaining to the seas, rivers, lakes, streams, watersheds and water tables, and to matters existing or produced therein, including without limitation marine biology, oceanography, hydrography, bathymetry and marine natural resources, and to make the results of such research and studies available to the general public to promote an increased awareness, appreciation and understanding of the natural resources of our continent.

**COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION**

July 31, 2003

The State Corporation Commission has found the accompanying articles submitted on behalf of  
MARINE LEARNING INSTITUTE

to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this

**CERTIFICATE OF AMENDMENT**

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the  
Commission, effective July 31, 2003, at 02:57 PM.

The corporation is granted the authority conferred on it by law in accordance with the articles,  
subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

# Commonwealth of Virginia



## State Corporation Commission

*I Certify the Following from the Records of the Commission:*

The foregoing is a true copy of the certificate of amendment of MARINE LEARNING INSTITUTE issued July 31, 2003.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:  
July 31, 2003*

*Joel H. Peck*  
Joel H. Peck, Clerk of the Commission

ARTICLES OF AMENDMENT  
to the  
ARTICLES OF INCORPORATION  
of  
MARINE LEARNING INSTITUTE

In accordance with the provisions of Article 10 of Chapter 10 of Title 13.1 of the Code of Virginia, the undersigned hereby amends its Articles of Incorporation and to that end states as follows:

1. The name of the Corporation is: MARINE LEARNING INSTITUTE.

2. The first full sentence of ARTICLE II of the Articles of Incorporation is amended to state as follows:

The purpose or purposes for which the Corporation is organized and shall be exclusively operated are to receive contributions and to make expenditures, directly or indirectly, for "conservation purposes," as that phrase is defined, described and limited in Section 170(h)(4), or successor Section, of the Internal Revenue Code and the Regulations thereunder as they now exist or may hereafter be amended; to accept "qualified conservation contributions" and to protect in perpetuity, exclusively for conservation purposes, all "qualified real property interests" donated to the Corporation, as those phrases are defined, described and limited in Section 170(h), or successor Section, of the Internal Revenue Code and the Regulations thereunder as they now exist or may hereafter be amended; to conduct research and studies into matters pertaining to the seas, rivers, lakes, streams, watersheds and water tables, and to matters existing or produced therein, including without limitation marine biology, oceanography, hydrography, bathymetry and marine natural resources, and to make the results of such research and studies available to the general public to promote an increased awareness, appreciation and understanding of the natural resources of our continent.



3. The amendment was adopted on July 10, 2003.

4. Member action was not required because the Corporation has no voting members. The Board of Directors of the Corporation adopted the amendment set forth herein upon the vote of at least two-thirds of the directors in office.

These Articles of Amendment are executed on behalf of the Corporation this 19 day of July, 2003.

MARINE LEARNING INSTITUTE

BY: Richard L. Wooten  
Richard L. Wooten, President

Attest:

Leslie A. Wooten  
Leslie A. Wooten, Secretary