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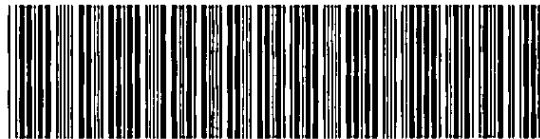
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2021 APR 29 PM 12:02

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JUN 21 2021

A RAMSEY

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Escambia Search and Rescue, Inc. _____

DOCUMENT NUMBER: 702718 _____

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Gary B. Leuchtman, Esquire

(Name of Contact Person)

Law Office of Gary B. Leuchtman, PLLC

(Firm/ Company)

921 North Palafox Street

(Address)

Pensacola, FL 32501

(City/ State and Zip Code)

gbl@leuchtmanlaw.com

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

For further information concerning this matter, please call:

Gary B. Leuchtman

850

316-8179

at

(Name of Contact Person)

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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**RESTATED AND AMENDED
ARTICLES OF INCORPORATION OF
ESCAMBIA SEARCH AND RESCUE, INC.
A FLORIDA NONPROFIT CORPORATION**

This document was prepared and filed pursuant to Section 617.1007, Florida Statutes. This Restated and Amended Articles of Incorporation has been approved by the members of the Corporation and the Board of Directors.

ARTICLE I.

The name of this corporation is Escambia Search and Rescue, Inc.

ARTICLE II.

The duration of this Corporation shall be perpetual, commencing with the filing of the initial Articles of Incorporation with the Department of State of the State of Florida on or about July 24, 1961.

ARTICLE III.

The Corporation is organized and shall be operated exclusively for charitable, scientific, or educational purposes, all within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") or corresponding sections of any prior or future Internal Revenue Code ("charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code"). In furtherance of these purposes, the Corporation shall (i) be committed to service above self, perpetual training and inter-agency cooperation to maintain a constant state of readiness for search, rescue, incident response and above all else safety in Northwest Florida (ii) providing high quality, reliable search and rescue assistance to federal, state and local and local authorities during emergencies (iii) providing training and education to the public. Without limiting the generality of the foregoing this Corporation shall

(a) Promote and support, by donation, loan or otherwise, the interests and purposes described above for the Corporation and other organizations which provide or conduct activities which fall within the category of Section 501(c)(3) and Section 509(a)(1) or Section 509(a)(2) of the Code providing or furthering the purposes described above.

(b) Raise funds for the Corporation and any or all of the organizations described in

subparagraph (a) of this article from the public and from all other sources available and receive and maintain such funds and expend principal and income therefrom in furtherance of these purposes.

(c) Own, lease or otherwise deal with all property, real and personal, to be used in furtherance of these purposes.

(d) Own or operate facilities or own other assets for public use and welfare in furtherance of these purposes.

(e) Contract with other organizations, for profit and not for profit, with individuals, and with governmental agencies in furtherance of these purposes.

(f) Otherwise operate exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code, in the course of which operation:

(i) 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 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 herein.

(ii) 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 any candidate for public office except as authorized under the Code.

(iii) Notwithstanding any other provisions 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 Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IV.

No power or authority shall be exercised by the Directors, officers or employees of the Corporation in any manner or for any purpose whatsoever which may jeopardize the status of the Corporation as an exempt organization under Section 501(c)(3) of the Code and its

Regulations as they now exist or as they may hereafter be amended.

ARTICLE V.

Any person or entity may become a member of the Corporation who is interested in furthering the purposes of the Corporation in Northwest Florida and is elected as such by the then existing members. The initial members shall be selected by the initial Board of Directors on such terms as the initial Board of Directors shall determine consistent with the Corporation's Bylaws. There may be more than one class of members. All members shall be required to pay such dues and membership fees as the Board of Directors shall put in place on a nondiscriminatory basis.

ARTICLE VI.

The street address of the principal office of the Corporation is 9530 Nims Lane, Pensacola, Florida 32534.

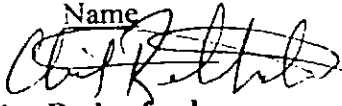
The street address of the registered office of the Corporation is 921 North Palafox Street, Pensacola, Florida 32501.

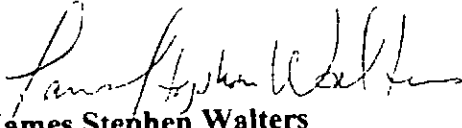
The name of the initial registered agent at such address is Gary B. Leuchtman.

ARTICLE VII.

There shall be **thirteen (13) directors** constituting the Board of Directors.

The name and address of each person who is to serve as a director is as follows:

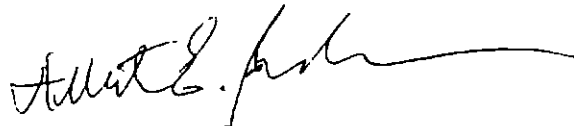
Name

Clint Retherford


James Stephen Walters

Address

Director
209 Baird Street
Pensacola, Florida 32503


Assistant Director
1116 Burnhill Circle
Pensacola, Florida 32526


Albert Bressler

Secretary
7394 Baywoods Lane
Pensacola, Florida 32504


Jonathan Rhodes


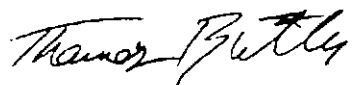
Treasurer
201 Pensacola Beach Road C15
Gulf Breeze, Florida 32561


Jeremy Findley

Officer
7419 Northpointe Blvd
Pensacola, Florida 32514


Clint Retherford


Officer
209 Balrd Street
Pensacola, Florida 32503

Michele Caputo


Thomas Butler

Officer
2690 Bob White Circle
Navarre, Florida 32566


Overton Pettit

Officer
829 Dog Track Road
Pensacola, Florida 32506


James S. Walters

Officer
1543 Ocean Breeze Lane
Gulf Breeze, Florida 32563


Michael J. Cash

Officer
1116 Burnhill Circle
Pensacola, Florida 32526

Officer
207 Baird Street
Pensacola, Florida 32503

ARTICLE VIII.

The name of the individual filing these Restated and Amended Articles of Incorporation of this Corporation is Clint Retherford whose address is 9530 Nims Lane, Pensacola, Florida.

ARTICLE IX.

(a) The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of the Corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, officer, employee or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

(b) Any indemnification under paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or officer seeks indemnification were properly incurred and that such Director or officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by

the Officers of the Board by a majority vote of a quorum consisting of Officers who were not parties to such action, suit or proceeding, or (2) by a majority vote of a quorum consisting of members who were not parties to such action, suit or proceeding.

(c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph (a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standards of conduct set forth in paragraph (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not object to in writing for valid reasons by such person. In the event that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

(e) The indemnification contained in this Article IX shall not constitute a waiver of the protection of Section 617.0834, Florida Statutes, or any other provision of law exonerating officers or directors of Florida not for profit corporations from liability.

ARTICLE X.

(a) The power of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The initial number of directors of the Corporation shall be **thirteen (13)**; provided, however, that such number may be increased to as many as **fifteen (15)**, or decreased to no less than **seven (7)**, at an annual meeting of the members. The initial Board of Directors shall consist of the persons named herein. Thereafter, the Board of Directors shall

consist of such persons as may be chosen from time to time in accordance with the Corporation's Bylaws.

(b) The Board of Directors shall elect such officers as the bylaws of this Corporation may authorize the directors to elect from time to time. Such officers shall be initially elected at the organizational meeting of the Board of Directors.

ARTICLE XI.

Bylaws

The bylaws of the Corporation may be made, altered or rescinded by the affirmative vote of two-thirds of the directors present at any meeting of the Board of Directors at which a quorum is present, provided that a brief description of such proposed action shall have been published in or with the notice of the meeting.

ARTICLE XII.

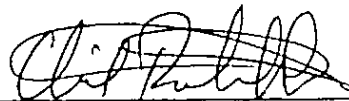
Amendments to Articles

Amendments to these Articles of Incorporation may be proposed by three or more of the directors, and shall be adopted by the affirmative vote of two-thirds of the Directors present at any meeting of the Board of Directors at which a quorum is present, provided that a brief description of the proposed amendment(s) have been published in or with the notice of the meeting.

ARTICLE XIII.

In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Code, to benefit the inhabitants of Northwest Florida or to the federal, state or local government for exclusively public purposes, as the Board of Directors shall determine. Any such residual assets not so disposed of shall be disposed of by a court of competent jurisdiction in the state in which the principal office of the Corporation is then located, exclusively for charitable, scientific or educational purposes within the meaning Section 501(c)(3) of the Code as said court shall determine.

The undersigned for the purpose of amending and restating this nonprofit corporation under the laws of the State of Florida has execute these restated and amended articles of incorporation on December 3, 2019.



Clint Retherford

STATE OF FLORIDA
COUNTY OF ESCAMBIA

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Clint Retherford, to me personally known, or who has produced FLR361-124-69-421-0 as identification, and known to me to be, the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed, who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 24th day of ~~December, 2019.~~
February 2021



NOTARY PUBLIC

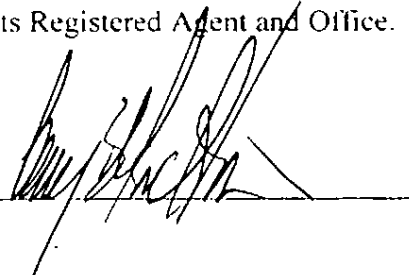
CATHY A. KING

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes Section 48.091 and 617.0501, the following is submitted:

Escambia Search and Rescue, Inc., desiring to organize as a corporation under the laws of the State of Florida, has designated Gary B. Leuchtman as its Registered Agent and Office.

By: _____

A handwritten signature in black ink, appearing to read 'Gary B. Leuchtman', is written over a horizontal line. The signature is stylized with a large, sweeping 'G' and 'L'.

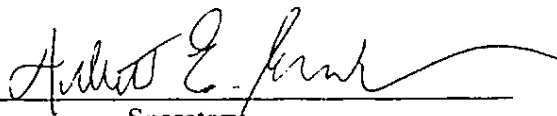
Having been named Registered Agent for the above stated Corporation, at the designated Registered Office, the undersigned, being familiar with the obligations associated with being designated as Registered Agent, hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping the office open.

We, the executive director (president) and secretary of the Corporation do hereby make and attest these Restated and Amended Articles of Incorporation and certify as follows:

- A. The foregoing Restated and Amended Articles of Incorporation have been adopted in accordance with the requirements set forth in Chapter 617 Florida Statutes.
- B. The foregoing Restated and Amended Articles of Incorporation were approved on Marh 27th, 2019.
- C. The foregoing Restated and Amended Articles of Incorporation were approved by the Members and the Board of Directors. The number of votes cast were sufficient for approval.

ESCAMBIA SEARCH AND RESCUE, INC.

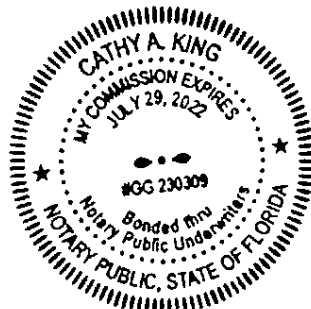
By: 
Executive Director


By: 
Secretary

STATE OF FLORIDA
COUNTY OF ESCAMBIA

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, CLINT RETHERFORD, the Executive Director of Escambia Search And Rescue, Inc. who in such capacity has produced R361-124-69-401-0 as identification, and known to me to be, the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed, who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 20th day of ~~December, 2019.~~
February, 2021




NOTARY PUBLIC
CATHY A. KING

STATE OF FLORIDA
COUNTY OF ESCAMBIA

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Albert Bressler, the Secretary of Escambia Search And Rescue, Inc. who in such capacity has produced B624-025-50-223-0 as identification, and known to me to be, the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed, who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 24th day of ~~December, 2019.~~
February, 2021



Cathy A. King
NOTARY PUBLIC
CATHY A. KING