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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
THE WATERFRONT RESCUE MISSION, INC.**

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AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF THE WATERFRONT RESCUE MISSION, INC.

A. The name of this corporation is THE WATERFRONT RESCUE MISSION, INC.

B. The Directors of this Corporation have adopted the following amendment and restatement to the Articles of Incorporation of this Corporation in accordance with the Florida Not For Profit Corporations Act. As amended and restated, the Articles of Incorporation shall read as follows:

ARTICLE I

The name of the corporation is THE WATERFRONT RESCUE MISSION, INC. (herein the "Corporation").

ARTICLE II

The address of the principal office of the Corporation is 350 W. Herman Street, Pensacola, Florida 32505, and the mailing address of the Corporation is Post Office Box 870, Pensacola, Florida 32591.

ARTICLE III

Purposes. The Corporation is organized and shall be operated on a not-for-profit basis exclusively for charitable, religious, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or in accordance with any corresponding provision of any future United States Internal Revenue Law and the regulations thereunder, and consistently with its Articles of Incorporation. Specifically, the Corporation is organized for the purposes of

- a. Lovingly proclaiming the gospel of Jesus Christ to the economically, emotionally, and spiritually impoverished;
- b. Responding to basic physical and emotional needs of the people served by the Corporation;
- c. Promoting Christian growth through a productive, changed life;
- d. Raising the resources of volunteer help, prayer, support, economic and otherwise, and long term follow up through churches and community;

- c. Establishing living spaces for the transient community;
- f. Establishing rehabilitation programs;
- g. Attracting support for and receiving grants, contributions, donations and gifts to be used to further these corporate purposes and the purposes of any not-for-profit and federally tax-exempt organization which is affiliated with the Corporation;
- h. Promoting, by distribution, donation, or loan, the interests of any not-for-profit and federally tax-exempt organization which is affiliated with the Corporation and which furthers the purposes of the Corporation, the purposes of which are not inconsistent with those of the Corporation;
- i. Buying, owning, selling, exchanging, conveying, assigning, mortgaging, or leasing any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the not-for-profit purpose and mission of the Corporation;
- j. Contracting with other organizations, for-profit and not-for-profit, with individuals, and with governmental agencies in furtherance of these purposes;
- k. Operating exclusively for religious, charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the IRC 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 managers, 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 of the Corporation;
 - 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; and
- l. Unless otherwise stated herein, avoiding the performance of any other activities which are not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the IRC, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the IRC;
- m. Making distribution to organizations described in Code Sections 170(c), 2055(a) and 2522(a), as amended; and
- n. Engaging in all other lawful activities which do not conflict with the provisions of Section 501(c)(3) of the Code in order to support the purposes of the Corporation as stated herein.

ARTICLE IV

The Corporation shall be governed by a board of directors composed of not fewer than three (3) and not more than fifteen (15) persons. The manner in which the directors are to be elected is that the Corporation shall have an annual meeting on a date specified in the bylaws of the Corporation, and each such annual meeting the board of directors shall elect officers in such

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manner and for such terms as is stated in the bylaws of the Corporation. All directors of the Corporation must be Evangelical Christians.

No fewer than one-third of the directors of the Corporation must be present at any meeting of the board of directors to constitute a quorum for the transaction of business. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present shall be deemed the act of the board of directors.

ARTICLE V

The officers of the Corporation shall be elected by the directors of the Corporation as provided in the Corporation's bylaws. The bylaws for the Corporation shall provide for the terms and duties of each such officers.

ARTICLE VI

The Corporation shall have perpetual existence.

ARTICLE VII

The bylaws of the Corporation may be made, altered, or rescinded by a majority vote of the board of directors of the Corporation at any regular or special meeting of the directors, provided that notice of any change in the bylaws shall be given to the directors at least ten days prior to the meeting at which the change in the bylaws is to be presented.

ARTICLE VIII

The Corporation shall not have any members, only directors.

ARTICLE IX

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Upon dissolution of this Corporation, all of its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to organizations which have qualified for exemption under Section 501(c)(3) of the Internal Revenue Code, or the Federal government, or to a State or local government, for a public purpose, and none of the assets will be distributed to any officer, trustee or director of the Corporation.

ARTICLE X

The name of the registered agent of the corporation is Clayton Romano. The address of this registered agent is 350 W. Herman Street, Pensacola, Florida 32505. The registered office and registered agent provided for herein may be changed from time to time in the manner provided by law.

ARTICLE XI

The property of the Corporation is irrevocably dedicated for charitable purposes and no part of the net income or assets of the Corporation will ever inure to the benefit of any Director, officer or member of the Corporation, or to the benefit of any private individual.


ARTICLE XII


These Amended and Restated Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors, proposed by them and approved at a meeting of the directors by a majority vote of the directors then in office.

IN WITNESS WHEREOF, the undersigned president and secretary of the Corporation certify that these Amended and Restated Articles of Incorporation were adopted by the directors of the Corporation on April 30th, 2024, and that the number of votes cast in favor of these Amended and Restated Articles of Incorporation was sufficient for approval, and the said

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of the Corporation on April 30th, 2024, and that the number of votes cast in favor of these Amended and Restated Articles of Incorporation was sufficient for approval, and the said president and secretary have hereunto executed these Amended and Restated Articles of Incorporation on this 13 day of May, 2024.


Printed Name: William J. Scott
Title: President Board Chair


Printed Name: Jay Powell
Title: Secretary

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FLORIDA NOTARY ACKNOWLEDGEMENT (INDIVIDUAL)

STATE OF FLORIDA
COUNTY OF Escambia

The foregoing instrument was acknowledged before me by means of ☒ physical presence ☐ online notarization, this 13 day of May, 2024, by William J Scott III
(Name of Person Acknowledging).



Leanne Griffin
Signature of Notary Public

Leanne Griffin
Print, Type or Stamp Name of Notary

Personally Known: ☒
OR Produced Identification: ☐
Type of Identification Produced: _____

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NOTARY PUBLIC
FLORIDA

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**FLORIDA NOTARY ACKNOWLEDGEMENT
(INDIVIDUAL)**

STATE OF FLORIDA
COUNTY OF Escambia

The foregoing instrument was acknowledged before me by means of ☒ physical presence ☐ online notarization, this 13th day of May, 2021, by Tony Powell
(Name of Person Acknowledging).



Leanne Griffin
Signature of Notary Public

Leanne Griffin
Print, Type or Stamp Name of Notary

Personally Known: ☒
OR Produced Identification: ☐
Type of Identification Produced: _____

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