

F2300000/958

(Requestor's Name)

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(Business Entity Name)

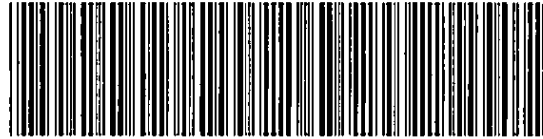
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A. RAMSEY

JUN 23 2023

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FOREIGN AMEND

1. BRAVO ZULU RESORT, INC.

(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)

**SPECIAL
INSTRUCTIONS:**

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)

F23000001958

(Document Number of Corporation (If known))

1. Bravo Zulu Resort, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. South Carolina

(Incorporated under laws of)

3. 03/20/2023

(Date authorized to conduct affairs in 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? May 25, 2023

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

5. Bravo Zulu Retreat, Inc.

(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.

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

9. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

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

Michael Murphy

(Typed or printed name of the person signing)

President (CEO)

(Title of person signing)

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JACKSONVILLE

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Jun 22 2023
REFERENCE ID: 1336840


SECRETARY OF STATE OF SOUTH CAROLINA

STATE OF SOUTH CAROLINA
SECRETARY OF STATE

RESTATED ARTICLES OF INCORPORATION
NONPROFIT CORPORATION

Filing ID: 230525-1232398

Filing Date: 05/25/2023

Pursuant to the provisions of the 1976 S.C. Code of Laws, as amended, Section 33-31-1006, the applicant delivers to the Secretary of State these restated articles of incorporation.

1. The current name of the corporation is:

Bravo Zulu Retreat, Inc.

2. If the name of the corporation has ever been changed, list all of its former names.

Bravo Zulu Resort, Inc.

3. Date incorporated: 12/21/2022

4. Check "a", "b", or "c" whichever is applicable. Check only one box:

- ☒ a. The nonprofit corporation is a public benefit corporation.
☐ b. The nonprofit corporation is a religious corporation.
☐ c. The nonprofit corporation is a mutual benefit corporation.

5. Check "a" or "b", whichever is applicable:

- ☐ a. This corporation will have members.
☒ b. This corporation will not have members.

6. The address of the principal office of the nonprofit corporation is:
807 Bluff Rd.

(Street Address)

Columbia, South Carolina 29201

(City, State, Zip Code)

7. If this nonprofit corporation is either a **public benefit** or **religious corporation**, complete either "a" or "b", whichever is applicable, to describe how the remaining assets of the corporation will be distributed upon dissolution of the corporation. If you are going to apply for 501(c)(3) status, you must complete section "a".

- a. ☒ Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such asset not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

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Bravo Zulu Retreat, Inc.

Name of Corporation

☐

If you choose to name a specific 501(c)(3) entity to which the assets should be distributed, please indicate the name of the selected entity.

OR

b. ☐

If the dissolved corporation is not described in Section 501(c)(3) of the Internal Revenue Code, upon dissolution of the corporation, the assets shall be distributed to one or more public benefit or religious corporations or to one or more of the entities described in (a) above.

☐

If you chose to name a specific public benefit corporation, religious corporation or 501(c)(3) entity to which the assets should be distributed, please indicate the name of the selected entity.

8. If the corporation is mutual benefit corporation, complete either "a" or "b", whichever is applicable, to describe how the remaining assets of the corporation will be distributed upon dissolution of the corporation.

☐

a. Upon dissolution of the mutual benefit corporation, the remaining assets shall be distributed to its members, or if it has no members, to those persons to whom the corporation holds itself out as benefiting or serving.

☐

b. Upon dissolution of the mutual benefit corporation, the remaining assets, consistent with the law, shall be distributed to:

9. ☐

If this corporation is converting from either a public benefit or religious corporation into a mutual benefit corporation, mark this paragraph #9 which certifies that a notice, including a copy of the proposed amendment, was delivered to the South Carolina Attorney General at least twenty days before the consummation of the amendment.

10. The optional provisions which the corporation elects to include in the restated articles of incorporation are as follows [See S.C. code of Laws §33-31-202(c)].

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Bravo Zulu Retreat, Inc.

Name of Corporation

11. Each director of the nonprofit corporation must sign the restated articles of incorporation.

Michael Murphy

(Name)

Signed as Filer: Ashley Marshall

(Signature of Director)

Steven Diaz

(Name)

Signed as Filer: Ashley Marshall

(Signature of Director)

Robert Satcher

(Name)

Signed as Filer: Ashley Marshall

(Signature of Director)

Certificate Accompanying the Restated Articles of Incorporation

12. Check **either** box A or B.

☐

a. The attached restated articles of incorporation do not contain any amendments to the corporation's articles of incorporation. The restated articles have been approved by the board of directors or members as required.

☒

b. The attached restated articles of incorporation contain one or more amendments to the corporation's articles of incorporation and the amendments have been approved as required **(Check Box i, ii or iii below depending on the type of approval that was required.)**

☒

i. By checking this paragraph, the applicant represents that (a) approval of the amendment by the members was not required and (b) the amendment was approved by a sufficient vote of the board of directors. **(Do not check this paragraph if member vote was required or if the required vote of directors was not obtained.)**

☐

ii. By checking this paragraph, the applicant represents that the approval of the members was required to adopt the amendment(s). If you check box ii you must complete the information below.

Complete one of the following as appropriate:

Designation (Classes of Membership)	Number of Memberships Outstanding	Number of Votes Entitled to be Cast by Each Class	Number of Votes of Each Class Voting	Number of Votes Cast* For -AND- Against	Total Number of Undisputed Votes Cast for Approval

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Bravo Zulu Retreat, Inc.

Name of Corporation

- ☐ iii. By checking this paragraph, the applicant represents the approval of the restatement by some person or persons other than the members, the board, or the incorporators is required pursuant to S.C. Code of Laws §33-31-1030, and that the approval was obtained. (Do not mark paragraph iii if neither of these statements is true).

Specify (a) the text of every amendment adopted and (b) the date each amendment was adopted. Please attach additional pages if the space on this form is not sufficient.

Amended Entity Name: Bravo Zulu Retreat, Inc.
Amendments: Please see Attached Exhibit A

The date the amendment was adopted: _____

13. If the amendment provides for an exchange, reclassification, or cancellation of memberships, provisions for implementing the amendment must be set forth here if provisions are not contained in the amendment itself:

14. Unless a delayed date is specified, this application shall be filed upon acceptance for filing by the Secretary of State [See Section 33-31-123(b) of the 1976 S.C. Code of Laws, as amended], 12/21/2022

Date 05/25/2023

Name of Corporation:

Bravo Zulu Retreat, Inc.

Signed as Filer: Ashley Marshall

(Signature of Officer)

Michael Murphy

(Type or Print Name)

President

(Office)

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EXHIBIT A


SECRETARY OF STATE OF SOUTH CAROLINA

ADDENDUM TO RESTATED ARTICLES OF INCORPORATION

ARTICLE 1. NAME

The name of the Corporation is Bravo Zulu Retreat, Inc.

ARTICLE 10. ADDITIONAL PROVISIONS

10.1 Purpose Statement

The Corporation is organized and operated exclusively for charitable purposes in accordance with Section 501(c)(3) of the Internal Revenue Code. More specifically, the Corporation seeks to support disabled veterans and others with mobility impairments by providing an accessible retreat attentive to their special needs to foster community, to enable holistic rest and recovery, and to promote other charitable initiatives within the meaning of Section 501(c)(3).

10.2 Limitations of Corporate Authority

- a. 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 private 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 in Section 10.1 above.
- b. No substantial part of the activities of the Corporation shall be to attempt to influence legislation by propaganda or otherwise, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.
- c. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

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Business Name: **Bravo Zulu Retreat, Inc.**

Jun 22 2023

REFERENCE ID:

Signature Page for a Secretary of State Business Filing

Completed, scanned, and attached to any business filing where one of the following is true.

1. The filer signs the digital form on behalf of official signee.

- An attorney's signature is required. (Articles of Incorporation for Corporation and Benefit Corporation)

Official Signatures

(Officer, Incorporator, Director, Agent, Partner, etc)

Required for forms where the signee is not present upon online submission and a filing party is providing a digital signing on their behalf. If the provided space is not enough, please attach multiple pages.

Michael Murphy

Name

Designated by

Michael Murphy

Signature

May 25, 2023

Date

Director

Title / Position

Steven Diaz

Name

Designated by

Steven Diaz

Signature

May 24, 2023

Date

Director

Title / Position

Robert Satcher

Name

Designated by

Robert Satcher

Signature

May 24, 2023

Date

Director

Title / Position

Sean Adams

Name

Designated by

Sean Adams

Signature

May 24, 2023

Date

Director

Title / Position

Edward L. Bignon

Name

Designated by

Edward Bignon

Signature

May 24, 2023

Date

Director

Title / Position