

NO0000005149

Bob Ross

(Requestor's Name)

P.O. Box 38023

(Address)

(Address)

Tallahassee, FL 32303

(City/State/Zip/Phone #)

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Friends Across The Water, Inc.

(Business Entity Name)

(Document Number)

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Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

May 10, 2006

BOB ROSS
P. O. BOX 38023
TALLAHASSEE, FL 32303

SUBJECT: FRIENDS ACROSS THE WATER, INC.
Ref. Number: W06000021752

We have received your document for FRIENDS ACROSS THE WATER, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

The registered agent must sign accepting the designation.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

Please return the original and one copy of 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) 245-6995.

Wanda Cunningham
Document Specialist
New Filing Section

Letter Number: 106A00033148

**ARTICLES OF INCORPORATION
OF
FRIENDS ACROSS THE WATER, INC.**

The provisions hereof constitute the Articles of Incorporation of Friends Across The Water, Inc. a Florida corporation, as pursuant to Nonprofit Corporation Code.

ARTICLE I. NAME

The name of the corporation is: Friends Across The Water, Inc.

ARTICLE II. ADDRESS

The street address of the initial principal office of the corporation is:
P.O. Box 38023
Tallahassee, Florida 32303

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ARTICLE III. DURATION AND COMMENCEMENT

Said corporation is organized pursuant to the Florida Nonprofit Corporation Code and shall have perpetual duration.

ARTICLE IV. PURPOSE

The corporation is organized as a corporation not for profit, exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The goal is to provide a new vision for reaching the world's unreached: evangelize, disciple and mobilize ocean cruisers to carry the gospel to every culture within their reach. It is also to conduct any lawful business or activity for which non-profit corporations may be organized under the Florida Business Non-Profit Corporation Code. Providing training and organizational structure to bring about civic betterment and social improvements through participatory education and governance is the goal of FATW initiative.

ARTICLE V. LIMITATIONS ON CORPORATE POWER

The corporate powers of the corporation are as provided in Section 617.0302, Florida Statutes, except to the extent such powers are limited by the following provisions of this Article:

- (a) No part of the assets or 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 Article IV hereof.

- (b) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Internal Revenue Code), and the corporation shall not participate in or intervene in (including the publishing or distributing 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 corporations shall not carry on any activities not permitted to be carried on (i) by a corporation qualifying for exemption from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VI. MEMBERS

The qualification for members and the manner of their admission will be as provided in the bylaws. The rights exercisable by members will also be as provided in the bylaws.

ARTICLE VII.

REGISTERED AGENT

The corporation designates 130 Salem Court, Tallahassee, Florida 32301, as the street address of the registered office of the corporation and Angela Moss Poole, LLC the corporations registered agent at that address to accept service of process within this state.

ARTICLE VIII. INITIAL BOARD OF MEMBERS

The corporation has one director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than three (3). The method of election or appointment of the directors shall be provided in the bylaws. The names of the initial directors are:

President

Robert H. Ross
1700 North Monroe, Suite 11-247
Tallahassee, FL 32303

Vice President

Michael Reardon
3120 SW 23rd Court
Ft. Lauderdale, FL 33312

Secretary/Treasurer

Bob Befeld
740 Mockingbird Lane
Plantation, FL 33324

Directors

Donald Chamberlain
9656 NW 7th Circle, #1828
Plantation, FL 33324

Mark Spicker
8440 NW 24th Street
Sunrise, FL 33322

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator are:

Name

Bob Ross

Address

P.O. Box 38023
Tallahassee, FL 32303

ARTICLE X. INDEMNIFICATION

The corporation shall indemnify to the extent allowed by the corporation statutes of this state any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that the person is or was a director or officer or agent of the corporation or served any other enterprise at the request of the corporation. The person to be indemnified must have acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the corporation or its shareholders, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful.

ARTICLE XI. BYLAWS

The members of the Corporation shall have the right to make and adopt such Bylaws as they shall deem proper and advisable and such Bylaws shall be made, altered, or rescinded upon a majority vote of the members present and voting, at any regular or special business meeting of the said corporation called for that purpose.

ARTICLE XII. DISSOLUTION

The Corporation shall have perpetual duration. However in the event of voluntarily or involuntarily dissolution, all assets and monies, after payment of just debts, shall be distributed according to the provisions of Florida statutes under which the corporation is organized and the Articles of Incorporation and Federal Statute. Upon the 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 assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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.

ARTICLE XI. CONFLICT OF INTEREST POLICY

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- (a) An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- (b) The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- (c) After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- (d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- (a) If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- (b) If, after hearing the member's response and after making further investigation as

warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and verify my appointment as registered agent and agree to act in this capacity.

Angela Mass Cole LLC 5/10/06
Signature/Registered Agent Date
Angela M. Cole
[Signature] 5/11/06
Incorporator Date