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## COVER LETTER

Department of State  
Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Palm Bay Police Explorers, Inc.

CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☒ \$35.00  
Filing Fee

☐ \$43.75  
Filing Fee  
& Certificate of Status

☐ \$43.75  
Filing Fee  
& Certified Copy

☐ \$52.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

FROM: Charlie Ian Nash, Registered Agent

Name (Printed or typed)

440 South Babcock Street

Address

Melbourne, FL 32901

City, State & Zip

(321) 984-2440

Daytime Telephone number

charlie@n-klaw.com

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

**NOTE: Please provide the original and one copy of the document.**

2023 JUN 3 AM 8:38  
SECRETARY  
TALLAHASSEE

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
of  
**PALM BAY POLICE EXPLORERS, INC.,**  
**TO BE HEREINAFTER NAMED**  
**PALM BAY POLICE FOUNDATION, INC.**

The following Amended and Restated Articles of Incorporation of Palm Bay Police Explorers, Inc., a Florida not for profit corporation (the "Corporation"), as adopted by the unanimous written consent of its Board of Directors, to be hereinafter named Palm Bay Police Foundation, Inc., are submitted in accordance with the provisions of §617.01201, Florida Statutes.

**"ARTICLE I**  
**NAME AND ADDRESS**

The name of the Corporation is Palm Bay Police Foundation, Inc., formerly named Palm Bay Police Explorers, Inc. The principal office of the Corporation is 130 Malabar Road, S.E., Palm Bay, Florida 32907-3009.

**ARTICLE II**  
**TERM**

The Corporation shall have a perpetual existence commencing with the filing of these Articles of Incorporation.

**ARTICLE III**  
**PURPOSE OF THE CORPORATION**

The Corporation is formed exclusively for educational, charitable and scientific purposes with the meaning of Section 501(c)(3) of the Internal Revenue Code, as now in effect or as may be amended in the future.

The purpose of the Corporation is to assist youth in the Palm Bay, Florida area with opportunities to engage with police officers and learn more about how law enforcement agencies operate, support the Shop with a Cop program to foster better relations between law enforcement and youth, raise funds to support the needs of the Palm Bay Police Department which are not being met from the revenues appropriated by the City of Palm Bay, and provide financial support to employees of the Palm Bay Police Department and their respective families in times of crisis and financial hardship.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt federal income tax under the provisions of section 501(c)(3) of the Internal Revenue Code of 1986, as amended or any corresponding section of any future federal tax code, or (b) by any organization, contributions to which are deductible under the provisions of section 170(c)(2) of the Internal

Revenue Code of 1986, as amended, as well as any corresponding section of any future federal tax code.

**ARTICLE IV**  
**BOARD OF DIRECTORS**

The Board of Directors shall initially consist of five (5) members. The number may be increased or diminished from time to time by the members of the Corporation, but shall never be less than three (3). The Directors shall be elected by a majority vote of the members of the Corporation. If for any reason there are no members of the Corporation, the Directors shall be elected in accordance with the provisions contained in the Bylaws. The names and addresses of the initial Board of Directors who will serve until the first annual meeting of the members of the Corporation, or until successors have been elected and qualified are as follows:

Pierre Richer  
130 Malabar Road, S.E.  
Palm Bay, Florida 32907-3009

Anthony Farmer  
130 Malabar Road, S.E.  
Palm Bay, Florida 32907-3009

Shane Mertens  
130 Malabar Road, S.E.  
Palm Bay, Florida 32907-3009

Matthew Boggess  
130 Malabar Road, S.E.  
Palm Bay, Florida 32907-3009

Ryan Austin  
130 Malabar Road, S.E.  
Palm Bay, Florida 32907-3009

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**ARTICLE V**  
**INCORPORATOR**

The name and address of the sole Incorporator are as follows:

Frank Tobar  
130 Malabar Road, S.E.  
Palm Bay, Florida 32907-3009

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**ARTICLE VI**  
**MEMBERS**

The terms and classes of membership in the Corporation shall be provided for in the Bylaws of the Corporation.

**ARTICLE VII**  
**BYLAWS**

The Board of Directors shall adopt the Bylaws of the Corporation at its organizational meeting and may, from time to time amend the Bylaws of the Corporation in accordance with the process set forth in the Bylaws of the Corporation.

**ARTICLE VIII**  
**REGISTERED AGENT, REGISTERED OFFICE AND**  
**REGISTERED AGENT'S SIGNATURE**

The name and street address of the registered agent office of the Company is c/o Nash & Kromash, LLP, 440 South Babcock Street, Melbourne, Florida 32901, and the name of the registered agent of the Company at that address is Charles Ian Nash.

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, Florida Statutes.

  
\_\_\_\_\_  
Charles Ian Nash, Registered Agent


**ARTICLE IX**  
**DISTRIBUTION OF ASSETS UPON DISSOLUTION**


Upon the dissolution or winding up of the Corporation, any assets remaining after payment of, or provision for payment of, all debts and liabilities shall be distributed to a nonprofit foundation, or corporation, selected by a majority of the Board of Directors, which is organized and operated exclusively for charitable purposes, which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended, as well as any corresponding section of any future federal tax code."

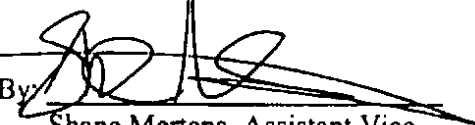
{THE NEXT PAGE IS PAGE 4, THE SIGNATURE PAGE.}

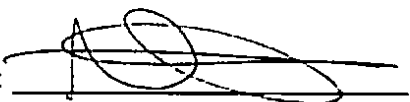
**IN WITNESS WHEREOF**, the undersigned has made and subscribed to these Amended and Restated Articles of Incorporation in Brevard County, Florida, this 20 day of December, 2022.


Palm Bay Police Explorers, Inc., to  
be hereafter known as Palm Bay  
Police Foundation, Inc..

By:   
Pierre Richer, President and  
Director

By:   
Anthony Farmer, Vice President  
and Director

By:   
Shane Mertens, Assistant Vice  
President and Director

By:   
Matthew Boggess, Treasurer and  
Director

By:   
Ryan Austin, Secretary and  
Director