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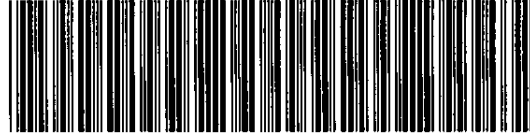
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DIVISION OF CORPORATIONS
15 OCT 12 AM 9:04

W15-065312

10/14/15



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 1, 2015

STEVEN J. BRACCI
9015 STRADA STELL COURT
SUITE 102
NAPLES, FL 34109

SUBJECT: WATERFRONT WARRIORS SOUTH, INC.
Ref. Number: W15000065312

We have received your document for WATERFRONT WARRIORS SOUTH, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the corrected 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)-245-6052.

Thomas Chang
Regulatory Specialist II
New Filing Section

Letter Number: 315A00020756

RECEIVED OCT 12 2015

www.sunbiz.org

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314



The Law Office of STEVEN J. BRACCI, PA

A Professional Association

9015 Strada Stell Court, Suite 102, Naples, Florida 34109

Phone: (239) 596-2635

Fax: (239) 431-6045

Email: steve@braccilaw.com

September 24, 2015

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

**Re: New Filing – Florida Not for Profit Corporation Act, Chapter 617, Fla. Stat.
Articles of Incorporation
Waterfront Warriors South, Inc.**

Dear Madam or Sir:

Enclosed please find a check for the filing fee in the amount of \$70.00 and the following original documents to be filed:

1. Articles of Incorporation of Waterfront Warriors South, Inc.

The enclosed pre-stamped envelope is for return of the original filed Articles of Incorporation to my office.

Please call or email the office if you require additional information in order to proceed with this filing.

Thank you in advance for your assistance.

Sincerely,

Steven J. Bracci, Esq.
Steven J. Bracci, PA

Enclosures

**ARTICLES OF INCORPORATION
OF
WATERFRONT WARRIORS SOUTH, INC.**

The undersigned, Tracy McAdams, acting as incorporator of a corporation under the Florida Not for Profit Corporation Act, Chapter 617, Fla. Stat., adopt the following articles of incorporation:

Article I: Name of corporation; Principal Address and Mailing Address

The name of the corporation is Waterfront Warriors South, Inc.

The principal office of this corporation is: 3456 Atlantic Circle, Naples, Florida 34119.

The mailing address of the corporation is: 3456 Atlantic Circle, Naples, Florida 34119.

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Article II: Detailed Description of Purposes

- (a) The specific and primary purposes for which this corporation is formed are as follows:
The purposes for which it is formed are exclusively charitable including:

(1) to establish and administer a fund for the benefit of disabled American veterans, their families and/or dependents, such fund to be applied to underwrite, in whole or in part, the cost to provide such disabled American veterans, their families and/or dependents with annual family vacations and selective funding and aid as needed;

(2) to conduct any other activities and to perform any and all acts which may be necessary, useful, suitable or property for the furtherance, accomplishment or attainment of any of the activities described in clause (1) hereof.

- (b) The general purposes for which this corporation is formed are as follows:

(1) To acquire or otherwise, own, and enjoy in fee simple, or otherwise, any personal, real or mixed property necessary for the uses and purposes of this corporation; and to dispose of the same at the pleasure of the corporation and for the users and purposes for which this corporation is formed.

(2) To enter into all lawful contracts and obligations essential or convenient for the transaction of the affairs of the corporation and to borrow money and issue notes, bills and evidence of indebtedness or mortgage, as the corporation may deem advisable, within the limits approved by its bylaws, and do any other thing necessary, suitable and proper for the accomplishment of any objects specified here or which may at any time appear conducive to or expedient for the interests or benefits of this corporation or its members.

(3) To expend monies received, collected or earned by this corporation from all

sources for the payment and discharge of all costs and obligations incurred by the corporation in carrying out the purposes for which this corporation is formed.

(4) To do all lawful things and acts which this corporation at any time shall, in the discretion of the directors deem to be in the best interest of the members and to pay all costs and expenses in connection with these acts.

Article III: Duration

The corporation shall have perpetual duration.

Article IV: Tax Exemption Requirements

(a) The corporation is organized and operated exclusively for the purposes set forth herein.

(b) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

(c) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements on behalf of any candidate for public office).

Article V: Restrictions on Private Foundations

Notwithstanding any other provision in these Articles, if this corporation is deemed or determined to be a "private foundation" within the meaning of section 509 of the Internal Revenue Code, then this corporation shall be subject to the following limitations and restrictions:

(a) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(b) The corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(c) The corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(d) The corporation shall not make any investment in such manner as to subject it to tax

under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(e) The corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article VI: Members

The corporation shall have one class of members, who shall be one-and-the-same as the corporation's directors, as elected and designated from time to time pursuant to the Bylaws. Each member shall be entitled to one vote. The initial members shall be Kevin McAdams, Tracy McAdams and Steve McInerny.

Article VII: Registered Office and Agent

The street address of the initial registered office of the corporation is: 3456 Atlantic Circle, Naples, Florida 34119. The name of the original registered agent at such address is Tracy McAdams.

I certify that I am familiar with and accept the responsibilities of registered agent.

Registered agent signature: 
Tracy McAdams

Article VIII: Board of Directors

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted, by a Board of Directors. The number of directors of the corporation shall be three (3); provided, however, that the number of directors can be changed by a bylaw duly adopted pursuant to the bylaws of this corporation. The directors named in these articles as the first Board of Directors shall hold office until the meeting of directors to be held on or about September 29, 2016, at 10:00 a.m., at 3456 Atlantic Circle, Naples, Florida 34119, at which time an election of directors shall be held.

Directors elected at the first annual meeting and at all times thereafter shall serve for a term of years until the next annual meeting of members following the election of directors and until the qualification of their successors in office.

Annual meetings shall be held at 10:00 a.m. on September 29 of each year (or if not a business day, the next business day thereafter) at the principal office of the corporation or as such other places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all the members of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceeding of the Board. Such action by written consent will have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law relating to actions so taken must state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Kevin McAdams	3456 Atlantic Circle Naples, Florida 34119
Tracy McAdams	3456 Atlantic Circle Naples, Florida 34119
Steve McInerny	3937 Gibraltar Drive Naples, Florida 34119

Article IX: Incorporator

The names and addresses of the incorporator is:

<u>Name</u>	<u>Address</u>
Tracy McAdams	3456 Atlantic Circle Naples, Florida 34119

Article X: Officers

The Board of Directors shall elect the president, vice president, treasurer, secretary, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially such officers are to be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

<u>Name</u>	<u>Address</u>
Kevin McAdams	3456 Atlantic Circle Naples, Florida 34119

Tracy McAdams

3456 Atlantic Circle
Naples, Florida 34119

Steve McInerny

3937 Gibraltar Drive
Naples, Florida 34119

Article XI: Bylaws

Subject to the limitations contained in the bylaws and any limitations set forth in the Florida Not for Profit Corporation Act, Chapter 617, Fla. Stat., concerning corporation action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted either by a resolution of the Board of Directors or by following the procedures set forth for such action in the bylaws.

Article XII: Property and Profits

The property of this corporation is irrevocably dedicated to the purposes set forth in Article III herein and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person, 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 purpose or purposes set forth in Article III herein.

Article XIII: Distribution Upon Dissolution

Upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purpose(s) within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, 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 such court shall determine, that are organized and operated exclusively for such purposes.

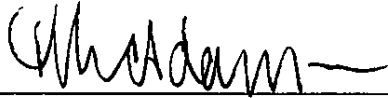
Article XIV: Amendments

Amendments to these articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of 51% of a quorum of directors of the corporation.

Article XV: Limited Liability of Directors and Officers

The officers and directors shall not be individually liable for the corporation's debts or other liabilities, and the private property of such individuals shall be exempt from any corporate debts or liabilities. The power of indemnification under the laws of Florida shall not be denied or limited by the bylaws.

The undersigned, being the incorporator of this corporation for the purpose of forming this nonprofit charitable corporation under the laws of Florida has executed these articles of incorporation on October 9, 2015.

By: 
TRACY McADAMS

STATE OF FLORIDA

COUNTY OF COLLIER

This instrument was acknowledged before me on this 9th day of October, 2017 by Tracy McAdams.

[Signature]
Notary Public

My Commission Expires: 7/29/2019



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