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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
OCEAN OF DEVOTION MINISTRIES INC.**

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DEC 21 2020

**RESTATED ARTICLES OF INCORPORATION  
OF THE  
OCEAN OF DEVOTION MINISTRIES INC.**

The undersigned subscriber, desiring to amend and restate the Articles of Incorporation of a not-for-profit corporation formed under Chapter 617 of the Florida Statutes, hereby adopts the following Restated Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation shall be **OCEAN OF DEVOTION MINISTRIES INC.** For convenience, the **OCEAN OF DEVOTION MINISTRIES INC.** is hereinafter referred to as the "Ministry."

**ARTICLE II  
DURATION AND COMMENCEMENT**

The duration of the Ministry shall be perpetual and the commencement of the corporate existence shall be as of the time of filing of the Articles of Incorporation.

**ARTICLE III  
PURPOSES, NATURE AND POWERS**

A. The purposes for which the Ministry is organized and the general nature of the Ministry's activities shall be as follows:

1. To obtain and provide heavy equipment, other construction equipment, and commercial generators for disaster relief services for natural disasters, such as hurricanes and floods.
2. To provide goods and services for the less fortunate that live on or near the water in order to provide for their everyday needs and improve their quality of life.
3. To provide for the training of persons to use heavy equipment, including military and other government surplus equipment, other construction equipment, and commercial generators for disaster relief.
4. To own and lease real property in order to provide locations to store disaster relief equipment and supplies and to train people in the use of heavy equipment for disaster relief.
5. To coordinate the use of heavy equipment and the disbursement of supplies for disaster relief, for housing for those in need, and for other religious and charitable purposes.
6. To acquire goods, supplies, and equipment from public and private sources to fulfill the other purposes of the Ministry.

7. To provide equipment, supplies, and other support to other not-for-profit organizations that provide disaster relief services for communities and individuals in need.

8. To obtain, receive, refurbish, and maintain real or personal property, or both, subject to any restrictions and limitations hereinafter set forth, and to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

B. The Ministry is a non-stock, not for profit corporation organized pursuant to Florida Statutes, Chapter 617, solely for the public interest.

C. The Ministry shall not engage in any activity for pecuniary profit.

D. The Ministry is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future federal tax code).

E. The Ministry is organized to engage in activities as a private corporation under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future federal tax code); including without limitation, to prevent child abuse through education, resources, and hands-on guidance to give the innocent, helpless victims support from their community of educators, medical providers, friends and neighbors who may come across victims and not know how to help and to raise funds for the benefit of organization issues that qualify under Section 501(c)(3) of the Internal Revenue Code, as well as other eligible charitable institutions that qualify under Section 501(c)(3) of the Internal Revenue Code.

F. No part of the net earnings of the Ministry shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Ministry shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes set forth herein. No substantial part of the activities of the Ministry shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Ministry 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. Notwithstanding any other provision of these articles, the Ministry 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 Internal Revenue Code of 1954 (or the corresponding provision of any future federal tax code); or

2. by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future federal tax code).

G. The Ministry will endeavor to distribute its income for each tax year at a time and in a 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.

H. The Ministry will 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.

I. The Ministry will 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.

J. The Ministry will not make any investments in a 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.

K. The Ministry will 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 IV** **MEMBERSHIP AND ADMISSION**

Membership and manner of admission of members of the Ministry shall be as set forth in the Bylaws of the Ministry.

#### **ARTICLE V** **DISTRIBUTION OF ASSETS ON DISSOLUTION**

Upon the dissolution of the Ministry, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Ministry, dispose of all of the assets of the Ministry exclusively for the purposes of the Ministry in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or other corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court in and for Broward County, Florida, or such other Circuit Court in which the principal office of the Ministry 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 VI** **DIRECTORS**

A. Number of Directors: The property, business and affairs of the Ministry shall be managed by a Board of Directors, which shall consist of as many persons as the Board of Directors shall from time to time determine, but not less than three (3) or more than five (5) persons.

B. Election of Directors. Election of Directors of the Ministry shall be as set forth in the Bylaws of the Ministry.

C. Original Board of Directors: The names and addresses of the first Board of Directors of the Ministry are as follows:

Joe P. Cain, Jr.  
206 Royal Palm Drive  
Fort Lauderdale, Florida 33301

John Barnes  
206 Royal Palm Drive  
Fort Lauderdale, Florida 33301

Dan Bumby  
206 Royal Palm Drive  
Fort Lauderdale, Florida 33301

#### **ARTICLE VII** **OFFICERS**

A. Subject to overall supervision of the Board of Directors of the Ministry and to any special provisions of the By-Laws of the Ministry, the affairs of the Ministry are to be managed by the following officers (who will be elected at the annual meeting of said Board of Directors to be held at such time as may be determined by the By-Laws):

1. President, Secretary, and Treasurer. The office of President, Secretary and Treasurer may be held by one (1) person.

2. The names of the persons to serve as officers until the first election of officers are as follows:

<u>Name</u>	<u>Office</u>
Joe P. Cain, Jr.	President
Joe P. Cain, Jr.	Treasurer
Joe P. Cain, Jr.	Secretary

#### **ARTICLE VIII** **BY-LAWS**

The Board of Directors shall adopt Bylaws consistent with these Articles of Incorporation. Such Bylaws may be altered, amended or repealed by the Membership in the manner set forth in the Bylaws.

#### **ARTICLE IX** **INCORPORATOR**

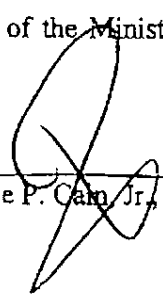
The name and address of the Incorporator of the Ministry is:

Adam R. Seligman, Esq.  
4420 Beacon Circle  
West Palm Beach, Florida 33407

**ARTICLE X**  
**INITIAL REGISTERED OFFICE, AGENT AND ADDRESS**

The initial registered office of this Ministry shall be at 4420 Beacon Circle, West Palm Beach, Florida 33407, with the privilege of having its office and branch offices at other places within or outside the State of Florida. The initial registered agent at that address shall be Adam R. Seligman, Esq. The initial principal office of the Ministry shall be: 206 Royal Palm Drive, Fort Lauderdale, Florida 33301.

1/16 IN WITNESS WHEREOF, the President of the Ministry has hereunto set his hand this  
day of December, 2020.

  
\_\_\_\_\_  
Joe P. Cain Jr., President

**CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

**ACKNOWLEDGMENT:**

Having been named to accept service of process for **OCEAN OF DEVOTION  
MINISTRIES INC.**, at the initial registered office of the Ministry in this State designated in its  
Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the  
provisions of §617.0503 Florida Statutes.

**DATED** this 14 day of Jan, 2020.

\_\_\_\_\_  
Registered Agent

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