

N17000003904

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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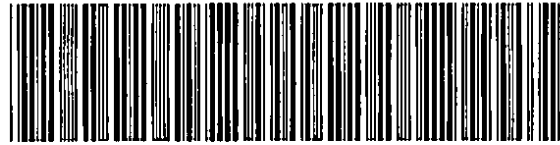
(Business Entity Name)

(Document Number)

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Amended
Elected

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NAVAL WARRIOR FOUNDATION

51 East Jefferson Street #1370

Orlando, Florida 32802

Web: www.navalwarriors.org

Email: info@navalwarriors.org

October 27, 2020

Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Subject: Amended and Restated Articles of Incorporation

Dear Irene Albritton:

Enclosed please find the Amended and Restated Articles of Incorporation ("Articles") with the requisite modifications made pursuant to the September 15, 2020 correspondence we received from the Division of Corporations (See Ref. Number N17000003904; Letter Number 520A00015463). Payment made payable to the Florida Department of State in the amount of \$35.00 in order to defray your filing fee for the Articles was submitted and received by the Division of Corporations during the previous filing and was retained as acknowledged in the aforementioned correspondence. Please return all correspondence concerning this matter to the following:

Guardians of the Sea, Inc.
3122 East Colonial Drive
Suite A, Orlando, FL 32803
Email: info@navalwarriors.org
Phone: (407) 655-6479
(for annual report notification)

If you should have any questions, please feel free to contact me at
(407) 280-0090.

Very sincerely yours,

Murtice A. Tucker
Executive Director

Enclosure: Amended and Restated Articles of



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 15, 2020

GUARDIANS OF THE SEA, INC. 3RD MAILING
3122 E COLONIAL DR STE A
ORLANDO, FL 32803

SUBJECT: GUARDIANS OF THE SEA, INC.
Ref. Number: N17000003904

We have received your document for GUARDIANS OF THE SEA, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The heading should have only the current name on file and the new name in Article 1.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return 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) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 520A00015463



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 14, 2020

GUARDIANS OF THE SEA, INC.
20 NOETH ORANGE AVENUE
11TH FLOOR
ORLANDO, FL 32801

SUBJECT: GUARDIANS OF THE SEA, INC.
Ref. Number: N17000003904

We have received your document for GUARDIANS OF THE SEA, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 520A00015463

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
GUARDIANS OF THE SEA, INC.
A FLORIDA NONPROFIT CORPORATION**
In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I NAME

The name of the corporation shall be:
Naval Warrior Foundation, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

20 North Orange Avenue 11th Floor
Orlando, FL 32801

The principal mailing address of this corporation shall be:

3122 East Colonial Drive Suite A
Orlando, FL 32803

ARTICLE III PURPOSE

- (1) Primarily, the organization is formed exclusively for charitable and educational purposes within the meaning of IRC Section 501(c)(3);
- (2) Generally, to have and exercise all rights and powers conferred on nonprofit corporations under the laws of Florida, or which may hereafter be conferred, including the power to contract, rent, buy, or sell personal or real property;
- (3) Notwithstanding any of the above statements of purposes and powers, this corporation shall not engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation;
- (4) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Three hereof.

- (5) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, 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;
- (6) 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 IV MANNER OF ELECTION

The method of election of the directors of the Corporation is set forth in the bylaws.

ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

Murtice A. Tucker
3122 East Colonial Drive Suite A
Orlando, FL 32803

Luis Arroyo
3122 East Colonial Drive Suite A
Orlando, FL 32803

William Slabaugh
3122 East Colonial Drive Suite A
Orlando, FL 32803

David Fraser
3122 East Colonial Drive Suite A
Orlando, FL 32803

Andre Joseph
3122 East Colonial Drive Suite A
Orlando, FL 32803

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

Luis Arroyo
3122 East Colonial Drive Suite A
Orlando, FL 32803

ARTICLE VII LIABILITY STATEMENT

The nonprofit shall defend, indemnify and hold harmless all directors and officers of the nonprofit against expenses (including attorney's fees, judgments, fines, and amounts paid in settlement) incurred in connection with any claims, causes of action, demands, damages, liabilities of the nonprofit, and any pending or threatened action, suit, or proceeding. Such indemnification shall be made to the fullest extent permitted by the laws of the State of Florida, provided that such acts or omissions which gives rise to the cause of action or proceedings occurred while the director or officer was in performance of his or her duties for the nonprofit and was not as a result of his or her fraud, gross negligence, willful misconduct or a wrongful taking. The indemnification provided herein shall inure to the benefit of successors, assigns, heirs, executors, and the administrators of any such person.

ARTICLE VIII INCORPORATOR

The name and address of the Incorporators are:

Luis Arroyo
3122 East Colonial Drive Suite A
Orlando, FL 32803

Murtice A. Tucker
3122 East Colonial Drive Suite A
Orlando, FL 32803

ARTICLE IX AMENDMENTS

Except as provided, any one or more of the provisions of these Amended and Restated Articles of Incorporation may be amended in accordance with the requirements of the Florida Statutes and the Bylaws of the Corporation.

ARTICLE X INCONSISTENT PROVISIONS

In the event of any conflict between the provisions of this Amended and Restated Articles of Incorporation and the Bylaws of the Corporation or any other document or instrument governing the affairs of the Corporation, the provisions of this Amended and Restated Articles of Incorporation shall prevail.

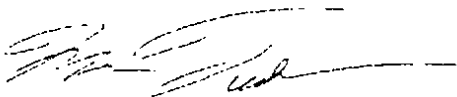
ARTICLE XI DURATION

The period of duration of the Corporation shall be perpetual.

ARTICLE XII

This Amended and Restated Articles of Incorporation was adopted on June 25, 2020 by the Board of Directors of the Corporation.

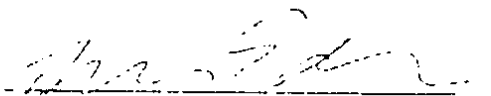
IN WITNESS WHEREOF, I have executed these Amended and Restated Articles of Incorporation on June 30, 2020.



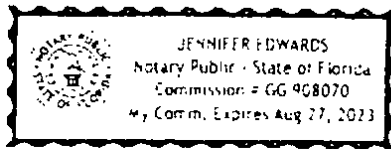
Murtice A. Tucker
President

STATE OF FLORIDA
COUNTY OF ORANGE

Before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared, to me well known to be the person described as President of the Corporation, Murtice A. Tucker, and who executed the foregoing Amended and Restated Articles of Incorporation, and acknowledged before me that he executed these Amended and Restated Articles of Incorporation.



Notary Public, State of Florida at Large
My Commission Expires
Dated this 30 day of June, 2020



(NOTARIAL SEAL)

GUARDIANS OF THE SEA, INC.

SECRETARY'S CERTIFICATE

The undersigned, Luis C. Arroyo, Vice President of Guardians of the Sea, Inc. ("GOTS"), hereby certifies that set forth below is a copy of the resolution duly adopted by the Board of Directors of GOTS on June 25, 2020, and that said resolutions continue in full force and effect:

WHEREAS, the Board of Directors adopted a Resolution to change the name of the corporation from Guardians of the Sea, Inc. to Naval Warrior Foundation, Inc. as stated under Article I of the Restated Articles of Incorporation.

WHEREAS, the Restated Articles of Incorporation were adopted by the Board of Directors and does not contain any Amendments requiring member approval.

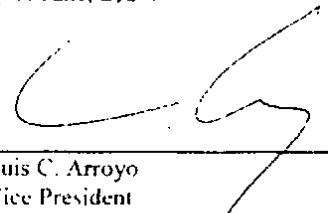
NOW, THEREFORE, BE IT RESOLVED, that Guardians of the Sea, Inc. a charitable organization under section 501(c)(3) of the Internal Revenue Code and a Florida nonprofit corporation in compliance with Florida Statute Chapter 617; shall be renamed Naval Warrior Foundation, Inc., as stated under Article I of the Restated Articles of Incorporation.

NOW, THEREFORE, BE IT RESOLVED, that the Restated Articles of Incorporation were adopted by the Board of Directors and does not contain any Amendments requiring member approval.

RESOLVED, Guardians of the Sea, Inc., is now renamed Naval Warrior Foundation, Inc. as stated under Article I of the Restated Articles of Incorporation.

RESOLVED, the Restated Articles of Incorporation are hereby adopted by the Board of Directors and do not contain any Amendments requiring member approval.

IN WITNESS WHEREOF, I have hereunto signed my name this 25th day of June, 2020.



Name: Luis C. Arroyo
Title: Vice President