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MISSION FISHIN' CORPORATION

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MISSION FISHIN' CORPORATION**

Pursuant to the provisions under Chapter 617, Florida Statutes, the undersigned hereby adopts the following amended and restated articles of incorporation (the "Amended and Restated Articles of Incorporation") of **MISSION FISHIN' CORPORATION**, a not-for-profit corporation duly incorporated and existing under the laws of the State of Florida, as filed on February 19, 2018, and assigned document number N18000001835, and confirms that these Amended and Restated Articles of Incorporation hereby amend and restate the provisions of the Corporation's original Articles of Incorporation in their entirety. A written consent of the Board of Directors of the Corporation adopting the Amended and Restated Articles of Incorporation was signed on October 3rd, 2018, since there are no members entitled to vote:

ARTICLE I. NAME

The name of the Corporation is Mission Fishin' Corporation (the "Corporation").

ARTICLE II. PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of the Corporation is:

3355 NW 69th Court
Fort Lauderdale, FL 33309

ARTICLE III. DURATION AND COMMENCEMENT OF EXISTENCE

The Corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Florida Department of State.

ARTICLE IV. PURPOSE

A. The Corporation is a not-for-profit corporation exclusively operated for charitable and educational purposes, specifically for helping special needs families through recreational marine experiences, under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code.

B. As a means and incidental to accomplishing the purpose for which the Corporation is being operated, it shall have such powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the Corporation, subject to such limitations as are or may be prescribed by the laws.

C. No substantial part of the activities of the Corporation shall consist of carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not

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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.

D. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) 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.

E. Upon complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively to one or more organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or state or local government regulations for exclusively public purposes.

ARTICLE V. ELECTION OF DIRECTORS/OFFICERS

The directors and officers of the Corporation are elected in the manner set forth in the Bylaws of the Corporation. The names, addresses and titles of the directors and officers of the Corporation are:

<u>Name</u>	<u>Title(s)</u>	<u>Address</u>
Charles Davis	Director and President	3355 NW 69 th Court Fort Lauderdale, FL 33309
Fred Gushue	Director and Secretary	821 SW 17 th Street Boca Raton, FL 33486
Robert Boyle	Director	5040 N. Federal Hwy. Lighthouse Point, FL 33064

ARTICLE VI. LIMITATIONS ON CORPORATE POWER

The corporate powers of the Corporation are as provided in Florida Statutes Section 617.0302. 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.

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ARTICLE VII. REGISTERED AGENT

The street address of the registered office of the Corporation is 3355 NW 69th Court, Fort Lauderdale, FL 33309. The name of the registered agent of the Corporation at the address, who is authorized to receive service of process is Charles Davis.

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IN WITNESS WHEREOF, the undersigned has executed these Amended & Restated Articles of Incorporation as of this 3rd day of October, 2018.



Charles Davis, President

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