

**N2000002862**

Florida Department of State  
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Email Address: MichaelKingsford@aol.com

**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
SEA US RISE, INC**

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360 Central Avenue

Suite 800

Saint Petersburg, Florida 33701

**March 15, 2021**

**To: Darlene Connell, Regulatory Specialist II Supervisor  
Amendment Section  
Division of Corporation**

**Subject: Sea Us Rise, Inc.  
Name of Non-Profit Organization**

Dear Darlene Connell,

We are in receipt of your letter dated March 8, 2021 regarding our filing for Sea Us Rise, Inc (attached).

The errors have been corrected and enclosed is the Amended and Restated Articles of Incorporation and Fee(s) for filing. Please return all correspondences concerning this matter to the following:

**Kalpesh J. Patel Esq.  
FL Patel Law PLLC  
360 Central Avenue #800  
St. Petersburg, Florida 33701  
Fax: 727-888-1294**

**For further information concerning this matter, please call or e-mail:  
Kalpesh Patel at 727-279-5037 or email Support@flpatellaw.com.**

**Enclosed is our filing coversheet for \$35.00 for Filing Fee.**

Very Truly,

FL PATEL LAW PLLC



March 8, 2021

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

SEA US RISE, INC  
4604 49TH STREET NORTH SUITE 1162  
SAINT PETERSBURG, FL 33709

SUBJECT: SEA US RISE, INC  
REF: N20000002862

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

PLEASE REMOVE THE STATEMENT IN ARTICLE IV CONCERNING THE PUBLIC BENEFIT CORPORATION, SINCE A PUBLIC BENEFIT CORPORATION MUST BE A PROFIT CORPORATION.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

The document must have original signatures.

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.

Darlene Connell  
Regulatory Specialist II Supervisor

FAX Aud. #: H21000088696

Letter Number: 421A00004822

Sea Us Rise, Inc.

Amended Articles of Incorporation

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
  
OF  
  
SEA US RISE, INC.  
A FLORIDA NON-PROFIT CORPORATION**

The undersigned, being Director of Sea Us Rise, Inc., a Florida non-profit corporation, and desiring to amend and restate its Articles of Incorporation, does hereby certify:

**First:** The Articles of Incorporation were filed with the Secretary of State of Florida on March 12, 2020, Document No. N20000002862.

**Second:** These Amended and Restated Articles of Incorporation, which supersede the original Articles of Incorporation and all amendments to them, were adopted by all of the directors of the Corporation. To effect the foregoing, the text of the Articles of Incorporation is hereby restated and amended s herein set forth in full:

**Third:** There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

**ARTICLE I.  
NAME**

**1.1 Name**

The name of this Corporation shall be Sea Us Rise, Inc. (hereinafter referred to as the "Corporation").

**ARTICLE II.  
DURATION**

**2.1 Duration**

The period of duration of the Corporation is perpetual. The corporate existence will commence on the filing of these articles by the Department of State.

**ARTICLE III.  
PURPOSE**

**3.1 Purpose**

Sea Us Rise, Inc. is a non-profit corporation and shall operate exclusively for educational, scientific and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. The purpose of the Corporation is to provide leadership for the financial success, quality, diversity, and organization stability of musicians and musical arts in support of climate change awareness.

Sea Us Rise, Inc.

Amended Articles of Incorporation

**3.2 Non-Profit**

Sea Us Rise, Inc. is designated as a non-profit corporation.

**ARTICLE IV.**  
**BYLAWS**

The Corporation is a not for profit corporation. The by-laws of the Corporation are to be made and adopted by, and may be altered, amended or rescinded by the board of directors of the Corporation.

**ARTICLE V.**  
**NON-PROFIT NATURE****5.1 Non-profit Nature**

Sea Us Rise, Inc. is organized exclusively for charitable, scientific, and educational 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, or corresponding section of any future federal tax code. No part of the net earnings of Sea Us Rise, Inc. 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 the purpose clause hereof.

Notwithstanding any other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Sea Us Rise, Inc. is not organized and shall not be operated for the private gain of any person. The property of the Corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the Corporation shall inure to the benefit of, or be distributed to any individual. The Corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

**5.2 Personal Liability**

No officer or director of this Corporation shall be personally liable for the debts or obligations of Sea Us Rise, Inc. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this Corporation.

Sea Us Rise, Inc.

Amended Articles of Incorporation

### **5.3 Dissolution**

Upon termination or dissolution of the Sea Us Rise, Inc., any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Sea Us Rise, Inc. hereunder shall be selected by the discretion of a majority of the managing body of the Sea Us Rise, Inc. and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Sea Us Rise, Inc. by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this Corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

### **5.4 Prohibited Distributions**

No part of the net earnings or properties of this Corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 III, Section 3.1.

### **5.5 Restricted Activities**

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

### **5.6 Prohibited Activities**

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) 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.

Sea Us Rise, Inc.

Amended Articles of Incorporation

**ARTICLE VI.**  
**BOARD OF DIRECTORS**

**6.1 Governance**

Sea Us Rise, Inc. shall be governed by its board of directors.

**6.2 Directors**

The Management of the Corporation shall be vested in a board of directors of not less than three (3) directors, each of whom must be an officer, director, employee, shareholder, partner, or member of the Corporation. The board of directors will be elected, maintained, and appointed in accordance with the Corporation's by-laws.

The officers of the Corporation shall be a president, a secretary, and a treasurer and may include other officers as may be authorized by the bylaws and elected by the directors from time to time. The officers shall be elected by the board of directors in accordance with the bylaws of the Corporation.

The directors of the Corporation are:

Michael Kingsford	Director	221 41 <sup>st</sup> Avenue North Saint Petersburg, Florida 33703
Sharon Kingsford	Director	221 41 <sup>st</sup> Avenue North Saint Petersburg, Florida 33703
Ethan Updike	Director	3701 Manatee Drive SE Saint Petersburg, Florida 33705

**6.3 Indemnification**

The Corporation shall indemnify any directors, officers, employers, incorporators, and members of the Corporation from any liability regarding the Corporation and the affairs of the Corporation, unless the person fraudulently and intentionally violated the law and/or malicious conduct acts to damage and/or defraud the Corporation, or as otherwise provided under the applicable statute.

**ARTICLE VII.**  
**MEETINGS**

After incorporation, the appropriate members of the Corporation shall hold an organizational meeting in accordance with Chapter 617, Florida Statutes, as amended. The board of directors of the Corporation may participate in a regular or special meeting by, or conduct the meeting through, the use of any means of communication which allows all directors participating to simultaneously hear one another. A director participating in such meeting is deemed present at the meeting. In the alternative, the board of directors may take action through signed e-mail communications in accordance with the by-laws of the Corporation.

Sea Us Rise, Inc.

Amended Articles of Incorporation

**ARTICLE VIII.**  
**MEMBERSHIP**

**8.1 Membership**

Sea Us Rise, Inc. shall have no members. The management of the affairs of the Corporation shall be vested in a board of directors, as defined in the Corporation's bylaws.

**ARTICLE IX.**  
**AMENDMENTS**

**9.1 Amendments**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

**ARTICLE X.**  
**ADDRESSES OF THE CORPORATION**

**10.1 Corporate Address**

The principal and mailing address of the Corporation is:

4604 49<sup>th</sup> Street North  
Suite 1162  
Saint Petersburg, Florida 33709

**ARTICLE XI.**  
**APPOINTMENT OF REGISTERED AGENT**

**11.1 Registered Agent**

The registered agent of the Corporation shall be:

Michael Kingsford  
221 41<sup>st</sup> Avenue North  
Saint Petersburg, Florida 33703

Having been appointed the Registered Agent of Sea Us Rise, Inc., and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment 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.

I, Michael Kingsford, agree to be the registered agent for Sea Us Rise, Inc. as appointed herein.

*Michael Kingsford*

Date: March 9, 2021

Michael Kingsford, Registered Agent



Sea Us Rise, Inc.

Amended Articles of Incorporation

**ARTICLE XII.**  
**INCORPORATOR**

The incorporators of the Corporation are as follow:

Michael Kingsford  
221 41<sup>st</sup> Avenue North  
Saint Petersburg, Florida 33703

IN WITNESS WHEREOF, I, the undersigned, have subscribed my name on this March 9, 2021  
and constitute a complete copy of Articles of Incorporation of the Sea Us Rise, Inc.

*Michael Kingsford*

Date: March 9, 2021

\_\_\_\_\_  
Michael Kingsford, Incorporator