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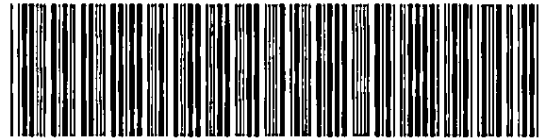
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ALBRITTON  
OCT 19 2020

## COVER LETTER

Department of State  
Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT Florida Maritime Missions Corporation  
CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☐ \$35.00      ☒ \$43.75  
Filing Fee      Filing Fee  
                         & Certificate of Status

☐ \$43.75      ☐ \$52.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                         & Certificate of  
                         Status  
**ADDITIONAL COPY REQUIRED**

FROM: Larry J. Lallo  
Name (Printed or typed)  
5333 Yaupon Holly Drive  
Address  
Cocoa, Florida  
City, State & Zip  
321-213-2082  
Daytime Telephone number  
LLallo@mercydevelopment.org  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the document.**

# **RESTATED ARTICLES OF INCORPORATION**

In compliance with Chapter 617, F.S.  
(Not for Profit)

## **PREAMBLE**

The undersigned desires to restate the Articles of Incorporation of Florida Maritime Missions Corporation, filed September 04, 2020 as follows:

## **ARTICLE I. A. ADOPTION OF AMENDMENT**

These restated articles of incorporation were adopted by a unanimous vote of the Board of Directors at a meeting held on September 23, 2020.

## **ARTICLE I. B. ARTICLES CONSOLIDATION**

These adopted restated articles of incorporation hereby supersede the original articles of incorporation and all amendments to them.

## **ARTICLE I. C. NAME**

The name of the Corporation Not for Profit shall be Florida Maritime Missions Corporation (the "Corporation"). It is intended that the Corporation qualify as being exempt from Federal income taxation under Section 501 (c) (3) of the United States of America Federal Internal Revenue Code (the Internal Revenue Code) as now in effect or as may hereafter be amended, including the corresponding section of any future federal tax code.

## **ARTICLE II. DURATION**

The duration of the Corporation shall be perpetual.

## **ARTICLE III. PRINCIPAL OFFICE & MAILING ADDRESS**

The principal office and mailing address of the Corporation shall be 5333 Yaupon Holly Drive Cocoa, Florida.

## **ARTICLE IV. PURPOSE**

The Corporation is organized exclusively for charitable, religious, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as now in effect or as may hereafter be amended, including the corresponding section of any future federal tax code. The Corporation may engage in any lawful act or activity, for which nonprofit corporations may be organized under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, as now in effect, or as may hereafter be amended, and which qualifies as charitable, religious, educational, and scientific, as defined under Section 501(c) (3) of the Internal Revenue Code. Notwithstanding any other provision of these Articles of Incorporation, the Corporation,

shall not conduct or carry on any activities not permitted to be carried on, or engaged in, by an organization exempt from taxation under Section 501(c) (3) of the Internal Revenue Code as now in effect or as may hereafter be amended, including the corresponding section of any future federal tax code.

The Corporation will not carry on any activities and will not engage in any transactions not permitted to be carried on, by corporations organized under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes.

The Corporation shall be a subsidiary Corporation of Mercy Economic Development International Corporation, the "Parent Corporation", a state of Ohio, private non-profit corporation that is exempt from Federal income taxation under Section 501 (c) (3) of the United States of America Federal Internal Revenue Code (the Internal Revenue Code).

By virtue of the Parent Corporations Federal Tax exemption under Code Section 501 (c) (3) of the Federal Tax Code, and by virtue of the Corporations' Board of Directors, Bylaws, and Governance Structure being controlled by that of the Parent Corporation, the Corporation shall qualify as being, exempt from Federal income taxation under Section 501 (c) (3) of the United States of America Federal Internal Revenue Code (the Internal Revenue Code).

Should the Corporation cease to be a Subsidiary Corporation of Parent Corporation; or should the Corporation desire to seek to be an Independent Corporation; or should the Parent Corporation dissolve; and should the Corporation desire to continue to exist; the Corporation shall accordingly, amend these articles of incorporation and its bylaws as soon as is practical, and apply for its own 501 (c) 3 or equivalent charitable status directly to the United States Internal Revenue Service.

## **ARTICLE V. MISSION**

The Corporation's geographic area of service shall be the State of Florida, the State of Ohio, all of the United States of America, and Internationally. The Corporation shall be a Christian organization and will base its mission, its principles, and its code of conduct upon the precepts of the Christian faith, wherever the Corporation's purposes are served.

To accomplish the foregoing purposes, the Corporation will promote the general and public welfare, in a manner consistent with and which demonstrates the love of Jesus Christ.

The Corporation will sponsor, fund, and conduct Christian based missions, utilizing maritime, land, air, and space facilities. These missions will involve mariner, vocational, community development training, discipleship, education and outreach to assist the poor, and those in need.

The Corporation will foster, create, and conduct programs of Christian evangelism, discipleship, mentorship, education, community, business, real estate and economic

development, agriculture, aquaculture, medical outreach, mariner training, biblical training, church planting, and outreach to advance the calling and the principles of the Christian faith.

The Corporation will stand on the belief that Jesus Christ is the Way, the Truth and the Life, and that eternal life can only be found through a personal relationship with Jesus, and that this can be obtained by whosoever shall believe, (put their faith) in Jesus as their Savior and Lord.

Foster, create, and conduct programs of education, and missions-based quests that instill a love for Israel and a love for the Jewish people.

By virtue of its mission and programs, the Corporation will help the poor, the widowed, the sick, the orphans, the children, the displaced, the elderly, the unchurched, and the disabled, of every tribe, tongue, and nation, to enhance or improve their living conditions, strengthening their living capacities, improving their quality of their life, and giving them Hope for the Future.

Foster, create, and conduct programs which share our belief in Jesus Christ the love and light of God raising the economic, educational, spiritual, and social levels of children, adults, families, villages, tribes, cities, and groups by improving their ability to be economically productive, fully prepared to enter the workforce, build their economy, advance a business, and or enter the workforce, and be productive contributing members of society.

Foster, create, and conduct programs that create or retain jobs by providing business owners and employees with business training, planning, economic recovery and resiliency from disasters and social crisis, education, training, and financial support in the form of loans, revolving loan funds, grants, equity, and program related investments to further business activity, create jobs, promote entrepreneurship, build the tax base, improve neighborhoods, and reduce the burden of government.

Foster, create, and conduct programs, which create affordable housing opportunities by providing construction training, building of housing, rebuilding housing, providing homeowner and renter education, training, and financial education, planning and support in the form of loans, revolving loan funds, grants, and program related investments to further affordable sustainable housing opportunities.

Foster, create, and conduct programs that support, Gods Creation, the earth, animal and wildlife preservation, related biotechnical research and education, environmental education, preservation, water quality, water, energy, and environmental conservation, land preservation, and promote sound management of fish, animals, marine life forms, wildlife, and the earth's natural resources for the betterment of the earth and mankind.

Foster, create, and conduct programs to improve the productivity of the workforce through creating schools, apprenticeship programs, internship programs, improvements to education facilities, and provision of equipment and technologies, to enhance the delivery

of education, curriculums, apprentice programs, and scholarships.

Foster, create, and conduct programs of humanitarian aid and relief to those threatened with hunger, loss of shelter, loss of clothing, loss of transportation, essential health care, essential dental care, counseling and other essential survival needs.

Foster, create, and conduct programs of humanitarian aid and relief to serve those in their quest to survive and preserve life.

Foster, create, and conduct programs of Christian based education and discipleship which provide for mentorship, leadership development, character development, and advance the arts.

Foster, create, and conduct programs which endeavor to preserve, conserve and protect, culture, historical preservation, maritime traditions, landscapes, the fine arts, or other artifacts of historical and cultural significance.

## **ARTICLE VI.            POWERS**

This Corporation shall be a nonprofit nonstock corporation. The Corporation shall not have authority to issue any capital stock. The Corporation shall have no shareholders.

- 1) The Corporation is not organized for pecuniary gain or profit and shall not have any capital stock.
- 2) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, 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 this Articles of Incorporation.
- 3) 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. 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. Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

## **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.

## **ARTICLE VIII. GOVERNANCE**

The board of directors of the Corporation may participate in person in a regular or special meeting by, or conducting the meeting through, the use of any means of communication which allows all directors participating to simultaneously hear one another in real time. A director participating in such a meeting is deemed present at the meeting.

Mercy Economic Development International Corporation, "the Parent Corporation" has the right to approve any amendments proposed to these Articles of Incorporation, by the Corporation, subject to the provisions of Article IX of these Articles of Incorporation.

The Parent Corporation has the right to review and approve all appointments to the board of directors and to remove directors without cause at any time, and the right to approve any amendments to the Bylaws, subject to the provisions of Article IX and Article XIII of these Articles of Incorporation. Initially the Executive Director of the Parent Corporation, shall serve as Executive Director of the Subsidiary Corporation.

The Board of Directors will have authority for all affairs of the Corporation and may exercise all powers of the Corporation as permitted by federal law, Florida state law, the Articles of Incorporation, and the By-Laws of the Corporation as in effect from time to time. Until such time as the Directors of the Corporation have been duly elected, the Executive Director of the Parent Corporation shall be authorized and empowered to designate as depositories of the Corporation such bank, banks or trust companies, as the incorporator may deem necessary or advisable for the proper conduct of the business of the Corporation. The business of the Corporation shall be managed, and all the powers of the Corporation shall be exercised initially, by the incorporators, until such time as the initial directors, have been duly elected and qualified, and thereafter by the Board of Directors. At the organizational meeting the bylaws will be reviewed and approved the Board of Directors and Officers will be elected pursuant to the bylaws.

## **IX. AMENDMENTS**

In furtherance and not in limitation of the powers conferred upon the Corporations' Board of Directors by law, the Board of Directors shall adopt, amend and repeal from time to time, the By-Laws of the Corporation. Subject to the provisions of Article XIII, all Amendments to the Bylaws, shall not be in force, until submitted to the Parent Corporation for review and approved by the Parent Corporation, except as otherwise provided by law, or in the By-Laws of the Corporation, or herein. The adopted By-Laws, and any amendments, shall be submitted for review to the Parent Corporation within (30) days of Subsidiary Corporation approval. Parent Corporation will have forty-five (45) days to

review and respond to the submittal. If no response is received within the forty-five (45) day prescribed review time frame, the submitted Bylaws or Amendments shall be considered as automatically approved. In the event of any conflicts between the By-Laws and these Articles of Incorporation, the Articles of Incorporation shall prevail.

Subject to review and approval powers granted to the Parent Corporation herein, the Corporation may amend the Articles of Incorporation in the manner provided for by the laws of the State of Florida. No amendment may authorize the Board of Directors to conduct the affairs of the corporation in any manner, or for any purpose contrary to the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, or the provisions of section 501 (c)(3) of the Internal Revenue Code.

## **ARTICLE X. DIRECTOR LIABILITY**

To the fullest extent permitted by law, no Director of the Corporation shall be personally liable to the Corporation or its members, or its Parent, for monetary damages for breach of fiduciary duty as a director except to the extent that exemption from liability or limitation thereof is not permitted under the Nonprofit Corporation Law of the State of Florida, or the exemption from liability or limitation thereof is inconsistent with any provision of the Internal Revenue Code, applicable to corporations described in Section 501 (c) (3) of the Internal Revenue Code, as in effect at the time such liability or limitation thereof is determined. None of the private property of the incorporators, or any Director of the Corporation, shall be subject to any of the Corporation's debts and liabilities. No amendment, modification or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the non-profit corporation for or with respect to any acts or omissions of such director occurring prior to such amendment, modification or repeal. If the Nonprofit Corporation Law of the State of Florida and or the Internal Revenue Code is amended, after approval by the directors of this Article to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the non-profit corporation shall be eliminated or limited to the fullest extent permitted by the Nonprofit Corporation Law of the State of Florida, and or the Internal Revenue Code as so amended.

## **ARTICLE XI. INITIAL DIRECTORS AND OR OFFICERS**

Until such time, when bylaws are adopted, and directors are proposed for nomination, and elections are held, the names and Addresses of the initial Directors and or of Officers of the Corporation are:

Jesse Wilson, 3222 State St NW Canton, OH 44720

David Daniels, 4086 Milo Rd NW, Carrollton, OH 44615

Larry J. Lallo, 5333 Yaupon Holly Drive Cocoa Florida, USA.

Daniel Nallathamby, 5126 - 43 Street, Olds Alberta, T4H 1A8 Canada

Henry Easteraj, 133 A Blue Mountain School Road, OOTY -01, The Nilgiris - 643 001, Tamil Nadu, India

Mishael Gordon Nallathamby, 133 A Blue Mountain School Road, OOTY -01, The Nilgiris - 643 001, Tamil Nadu, India



## **ARTICLE XII**

## **DISSOLUTION**

Upon the dissolution of the Corporation, the Corporation, after paying, or making provision for the payment of all of the liabilities, shall distribute all of the assets of the Corporation, exclusively for the purposes of the Corporation, in such manner, or to such organization or organizations deemed most likely, to honor the original purposes of the Corporation, provided that such organizations are organized and operated exclusively for charitable, religious, educational, or scientific, purposes as defined under Section 501(c) (3) of the Internal Revenue Code as now in effect or as may hereafter be amended, including the corresponding section of any future federal tax code. Any of 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's operations is headquartered, and shall be provided to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for said purposes.

## **ARTICLE XIII.     TERMINATION OF SUBSIDIARY RELATIONSHIP**

These Articles of Incorporation, may be independently amended by the Corporations' Board of Directors, to change the status, governance structure and operations, of the Corporation, from that of being a subsidiary to that of being an independent Corporation when conditions occur as follows:

1. Dissolution of the Parent Corporation.
2. Termination of the Parent Corporation.
3. Loss of 501(c) (3) Internal Revenue Service designation of the Parent Corporation.
4. Bankruptcy of the Parent Corporation.
5. Acts of the Parent Corporation that are clearly illegal or substantially ethically or morally wrong, based on Christian Principles.
6. Acts of the Parent Corporation involving dishonesty, illegality, or knowingly exceeding authority for improper reasons.
7. Acts of malfeasance, misfeasance, and nonfeasance of the Parent Corporation, where the Parent Corporation's duty of care, is breached, causing injury to the Corporation.
8. Either the Corporation or the Parent Corporation, desire to cease the subsidiary form of relationship.

#### **ARTICLE XIV. INCORPORATOR**

The Name and Address of the Incorporator is:

Larry J. Lallo -5333 Yaupon Holly Drive, Cocoa Florida 32927.

I am aware that any false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in s.817.155, F.S

*Larry J. Lallo*

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Dated this 4<sup>th</sup> day of September 2020

#### **ARTICLE XV. REGISTERED AGENT AND OFFICE**

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The Registered Agent and Registered Office of the Corporation is:

Larry J. Lallo -5333 Yaupon Holly Drive, Cocoa Florida 32927.

**State of Florida**  
**County of Brevard**

#### **ACCEPTANCE BY REGISTERED AGENT**

Having been appointed the Registered Agent of Florida Maritime Missions Corporation, 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.

Dated this 4th day of September 2020

By : Larry J. Lallo

*Larry J. Lallo*

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**ARTICLE XVI. Effective Date: The Effective Date of the Restated Articles of Incorporation shall be the date of filing,**

I submit this restated articles of incorporation document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in s.817.155, F.S.

**Dated:** 10-5-2020

**Signature:** *Larry J. Lallo*  
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee or other court appointed fiduciary by that fiduciary)

Larry J. Lallo  
(Typed or printed name of person signing)

Larry. J. Lallo ; President  
(Title of person signing)