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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**The Fire Watch Project, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
THE FIRE WATCH PROJECT, INC.**

The undersigned, acting as the incorporator of The Fire Watch Project, Inc., under Chapter 617 of the Florida Statutes, and Section 501(c)(3) of the Internal Revenue Code of 1986, including its Treasury Regulations, all as amended from time to time (the "Internal Revenue Code"), submits the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of this corporation (the "Corporation") is The Fire Watch Project, Inc.

**ARTICLE II  
DURATION AND COMMENCEMENT OF EXISTENCE**

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

**ARTICLE III  
INITIAL PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

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

c/o K9s For Warriors, Inc.  
114 Camp K9 Road  
Ponte Vedra Beach, FL 32081

The Board of Directors may, from time to time, change the principal office and mailing address to any other address in Florida.

**ARTICLE IV  
REGISTERED AGENT**

The name of the initial registered agent of the Corporation, which is authorized to receive service of process on behalf of the Corporation, is Corporate Creations Network, Inc. The street address of the initial registered office of the Corporation is 801 US Hwy 1, North Palm Beach, Florida 33408.

**ARTICLE V  
PURPOSES**

The Corporation is organized and shall be operated exclusively for charitable, scientific, literary, and educational purposes within the meaning of Section 501(c)(3) of the Internal

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Revenue Code, including, without limitation, the purpose of making distributions to organizations described in Section 501(c)(3) of the Internal Revenue Code. Without limiting or expanding the foregoing, the purpose of the Corporation is to end Veteran suicide in the United States of America, primarily by partnering with local communities, local and state governments, and other nonprofit organizations to improve healthcare services for Veterans including through preemptive care and crisis care programs.

In furtherance of such purpose, the Corporation is authorized to do all acts and things requisite, necessary, proper, and desirable to carry out and further the purposes of the Corporation and, in general, to have all the rights, privileges, and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to the powers described in Section 617.0302 of the Florida Statutes, subject however to the requirements of Section 501(c)(3) of the Internal Revenue Code and to the other limitations provided in these Articles of Incorporation.

## **ARTICLE VI RIGHTS AND RESTRICTIONS**

Despite any other provision of these Articles of Incorporation, the Corporation may not conduct or carry on any activities not permitted to be conducted or carried on by an organization described in Section 501(c)(3) of the Internal Revenue Code. These restrictions include, but are not limited to, the following:

No part of the net earnings of the Corporation may inure to the benefit of, or be distributable to, the Incorporator, members, directors, or officers of the Corporation, or to any other private persons, except that the Corporation is authorized and empowered (i) to pay reasonable compensation for personal services rendered to the Corporation, so long as the services are reasonable and necessary to carrying out the exempt purposes of the Corporation, and to reimburse expenses or advances made for the Corporation that are reasonable in character and amount, and (ii) to make payments and distributions in furtherance of the Corporation's exempt purposes as set forth in Article V.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate 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.

## **ARTICLE VII DISPOSITION OF ASSETS**

If the Corporation is dissolved pursuant to the Florida Statutes, the Board of Directors, after paying, satisfying, discharging, or making adequate provision for the payment of all of the liabilities and obligations of the Corporation, shall distribute all of the assets of the Corporation to one or more organizations that are organized and operated exclusively for charitable, scientific, literary, or educational purposes within the meaning of Sections 501(c)(3) and 170(c)(2)(B) of the Internal Revenue Code, as the Board of Directors determines. Any assets not so disposed of will be disposed of by the Circuit Court of the county in which the principal office

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of the Corporation is then located, exclusively for such exempt purposes, or to such organization or organizations as that Court determines are organized and operated exclusively for such purposes.

## ARTICLE VIII MEMBERSHIP

The Corporation shall have no members.

## ARTICLE IX DIRECTORS

9.1 Board of Directors. All corporate powers will be exercised by or under the authority of, and the affairs of the Corporation will be managed under the direction of, a Board of Directors. The qualifications of directors will be as provided in the Bylaws.

9.2 Number; Classes; Terms. The Corporation shall have not less than three (3) and not more than eleven (11) directors. The Corporation's Board of Directors shall consist of the following classes of directors:

(a) Ex Officio Directors. The Corporation shall have one (1) director designated as the Ex Officio Director, who shall be that individual who holds the official position of President of the Corporation. The Ex Officio Director shall serve *ex officio* for a term that equals the individual's tenure in the office specified.

(b) Elected Directors. The Corporation shall have not less than one (1) and not more than nine (9) directors designated as the Elected Directors. The initial Elected Directors shall be appointed by the Incorporator. At the first annual meeting of the Board of Directors, the number of Elected Directors shall be divided into three (3) groups with each group containing one-third of the total, as nearly equal in number as possible. The terms of the Elected Directors in the first group shall expire at the first annual meeting of the Board of Directors after their appointment, the terms of the Elected Directors in the second group shall expire at the second annual meeting of the Board of Directors after their appointment, and the terms of the Elected Directors in the third group shall expire at the third annual meeting of the Board of Directors after their appointment. Thereafter, at each annual meeting of the Board of Directors, one group of Elected Directors shall be elected by the Board of Directors for a term of three (3) years to succeed those whose terms expire.

(c) Appointed Directors. The Corporation shall have one (1) director designated as the Appointed Director. The initial Appointed Director and successor Appointed Directors shall be appointed by K9s For Warriors, Inc. to serve for a term of three (3) years.

## ARTICLE X INDEMNIFICATION OF DIRECTORS AND OFFICERS

Every director or officer of the Corporation will be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with any proceeding or any settlement of any proceeding (including any appeals) to

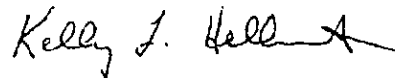
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which a director or officer may be a party or may become involved by reason of being or having been a director or officer of the Corporation, whether or not a director or officer at the time such expenses are incurred, but only if (i) the director or officer is not adjudged guilty of or liable for willful misfeasance in the performance of his or her duties, and (ii) in the case of a settlement before entry of judgment, the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification will be in addition to and not exclusive of all other rights to which a director or officer may be entitled by law. Appropriate liability insurance may be provided for every officer, director, and agent of the Corporation in amounts determined from time to time by the Board of Directors.

#### ARTICLE XI AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS

These Articles of Incorporation may be amended or restated by the affirmative vote of a majority of the directors then in office, at any meeting of the Board of Directors, but only if the notice of the meeting states that the purpose, or one of the purposes, of the meeting is the amendment or restatement of the Articles of Incorporation. The power to adopt, alter, amend, or repeal the Bylaws of the Corporation is vested in the Board of Directors in accordance with the provisions of the Bylaws.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation as of this 30th day of October, 2020.



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Kelly L. Hellmuth, Incorporator  
Address of Incorporator:  
c/o Holland & Knight, LLP  
50 N. Laura St., Suite 3900  
Jacksonville, FL 32202

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**CERTIFICATE OF ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT OF  
THE FIRE WATCH PROJECT, INC.**

**WITNESSETH:**

That The Fire Watch Project, Inc., desiring to organize under the laws of the State of Florida, has named Corporate Creations Network, Inc. as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Corporate Creations Network, Inc. hereby agrees to act as registered agent for the Corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Not For Profit Corporation Act, and acknowledges it is familiar with, and accepts the duties and obligations of such position.

Dated this 30th day of October, 2020.

**CORPORATE CREATIONS NETWORK, INC.**

By: \_\_\_\_\_

Name: Jenisa Irizarry

Title: Special Secretary