

**NZL0000032608**

Florida Department of State

Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION  
MORI MARITIME INSTITUTE, INC.**

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**ARTICLES OF INCORPORATION  
OF  
MORI MARITIME INSTITUTE, INC.**

The undersigned subscriber hereby adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation shall be **MORI MARITIME INSTITUTE, INC.** For convenience, **MORI MARITIME INSTITUTE, INC.** is hereinafter referred to as the "Corporation."

**ARTICLE II  
DURATION AND COMMENCEMENT**

The duration of the Corporation shall be perpetual, and the commencement of the corporate existence shall be as of the time of filing of the Articles of Incorporation.

**ARTICLE III  
PURPOSES, NATURE AND POWERS**

A. The purposes for which the Corporation is organized and the general nature of the Corporation's activities shall be as follows:

1. To provide critical training and employment skills, at no cost to the participant, for persons interested in pursuing maritime employment opportunities, with such activities to include:
  - a. Teaching navigation, seamanship, radio communications, safety and emergency management, vessel operations, and other skills related to boating and similar maritime pursuits for non-commercial vessels.
  - b. Education and training in order to receive approved Coast Guard certifications for vessel operations.
2. To provide, at no cost to the participant, boating safety programs for children in conjunction with public and private children's mentoring programs, schools, and day camps.
3. To provide, at no cost to the participant, rides on various marine vessels to persons (with the families of such persons) who have an illness, condition, or syndrome causing such persons to be hospitalized or subject to intensive, recurring, or chronic medical care.
4. To provide, at no cost to the participant, rides on various marine vessels to U.S. military veterans (with the families of such veterans) in recognition of their military service.

H22000032608

H22000032608

5. To obtain, acquire, receive, renovate, and maintain real or personal property, or both, subject to any restrictions and limitations hereinafter set forth, and to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

B. The Corporation is a non-stock, not for profit corporation organized pursuant to Florida Statutes, Chapter 617, solely for the public interest.

C. The Corporation shall not engage in any activity for pecuniary profit.

D. The Corporation is organized exclusively for charitable 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 of 1954 (or the corresponding provision of any future federal tax code).

E. The Corporation is organized to engage in activities as a private corporation under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future federal tax code).

F. No part of the 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 exempt purposes set forth herein. 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 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:

1. by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future federal tax code); or

2. by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future federal tax code).

G. The Corporation will endeavor to distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding Section of any future federal tax code.

H. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding Section of any future federal tax code.

H22000032608

H22000032608

I. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding Section of any future federal tax code.

J. The Corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding Section of any future federal tax code.

K. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or the corresponding Section of any future federal tax code.

#### **ARTICLE IV** **MEMBERSHIP**

The Corporation shall not have members.

#### **ARTICLE V** **DISTRIBUTION OF ASSETS ON DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, to any local governments or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or other corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court in and for Broward County, Florida, or such other Circuit Court 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, that are organized and operated exclusively for such purposes.

#### **ARTICLE VI** **DIRECTORS**

A. Number of Directors. The property, business, and affairs of the Corporation shall be managed by a Board of Directors, which shall consist of as many persons as the Board of Directors shall from time to time determine, but not less than three (3) or more than five (5) persons.

B. Election of Directors. Election of Directors of the Corporation shall be as set forth in the Bylaws of the Corporation.

C. Original Board of Directors. The names and addresses of the first Board of Directors of the Corporation are as follows:

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Joe P. Cain, Jr.  
206 Royal Palm Drive  
Fort Lauderdale, Florida 33301

Amanda Haley  
206 Royal Palm Drive  
Fort Lauderdale, Florida 33301

David Hendry  
206 Royal Palm Drive  
Fort Lauderdale, Florida 33301

#### **ARTICLE VII** **OFFICERS**

A. Subject to overall supervision of the Board of Directors of the Corporation and to any special provisions of the Bylaws of the Corporation, the affairs of the Corporation are to be managed by the following officers (who will be elected at the annual meeting of said Board of Directors to be held at such time as may be determined by the Bylaws):

1. President; Secretary; and Treasurer. Any or all of the offices of President, Secretary, and Treasurer may be held by one (1) person.

2. The names of the persons to serve as officers until the first election of officers are as follows:

<u>Name</u>	<u>Office</u>
Joseph P. Cain, Jr.	President
Joseph P. Cain, Jr.	Treasurer
Joseph P. Cain, Jr.	Secretary

#### **ARTICLE VIII** **BYLAWS**

The Board of Directors shall adopt Bylaws consistent with these Articles of Incorporation. Such Bylaws may be altered, amended, or repealed by the Board of Directors in the manner set forth in the Bylaws.

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**ARTICLE IX**  
**INCORPORATOR**

The name and address of the Incorporator of the Corporation is:

E. Scott Golden, Esq.  
644 Southeast 4<sup>th</sup> Avenue  
Fort Lauderdale, Florida 33301

**ARTICLE X**  
**INITIAL REGISTERED OFFICE, AGENT AND ADDRESS**

The initial registered office of this Corporation shall be at 644 Southeast 4<sup>th</sup> Avenue, Fort Lauderdale, Florida 33301, with the privilege of having its office and branch offices at other places within or outside the State of Florida. The initial registered agent at that address shall be E. Scott Golden, Esq. The initial principal office of the Corporation shall be: 206 Royal Palm Drive, Fort Lauderdale, Florida 33301.

IN WITNESS WHEREOF, the Incorporator of the Corporation has hereunto set his hand this 24 day of JANUARY, 2022.

  
\_\_\_\_\_  
E. Scott Golden, Incorporator

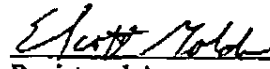
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**CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN THIS STATE NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

**ACKNOWLEDGMENT:**

Having been named to accept service of process for **MORI MARITIME INSTITUTE, INC.**, at the initial registered office of the Corporation in this State designated in its Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of § 617.0503 Florida Statutes.

DATED this 24 day of JANUARY, 2022.

  
\_\_\_\_\_  
Registered Agent

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