

N22000013723

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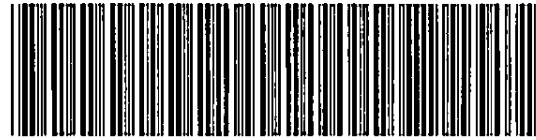
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2023 MAY 15 PM 3:44

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16 2023

COVER LETTER

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

SUBJECT: Emerald Coast Orphan Care, Inc
CORPORATE NAME

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

☐ \$35.00
Filing Fee

☐ \$43.75
Filing Fee
& Certificate of Status

☐ \$43.75
Filing Fee
& Certified Copy

☐ \$52.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: MARIK WELTON
Name (Printed or typed)

WELTON LAW FIRM, LLC
1020 S. FERDON BLVD.
CRESTVIEW, FL 32536

City, State & Zip

850-682-2120

Daytime Telephone number

MARIK@weltonlawfirm.com

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
OF

Emerald Coast Orphan Care, Inc.

2023 MAY 15 PM 3:11

Pursuant to Chapter 617, and 617.1007, Florida Statutes, (Not for Profit).

ARTICLE I - CORPORATE NAME

The name of this Corporation shall be:

Emerald Coast Orphan Care, Inc.

RESTATED ARTICLES:

ARTICLE II - PRINCIPLE PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of this corporation shall be:

Mailing: c/o Welton Law Firm, 1020 South Ferdon Blvd., Crestview, FL 32536

ARTICLE III - PURPOSE

The purposes for which this Corporation is organized are:

1. This Corporation is organized for the purpose of conducting any legal activity permitted to be conducted by non-profit Corporations under the laws of the State of Florida and Section 501(c)(3) of the United States Internal Revenue Code. More specifically, but without reservation or restriction, this Corporation shall be organized and operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, or any superseding section. This Corporation shall, among other things, be empowered to organize and operate as an evangelistic association to support the spread of the Gospel of Jesus Christ.
2. The Corporation is organized and shall be operated exclusively for Christian, religious, charitable and educational purposes and it is authorized to accept, hold, administer, invest and disburse for Christian, religious, charitable and educational purposes such funds as may from time to time be given to it by any person, persons, or Corporation, to receive gifts and make financial and other types of contributions and assistance to Christian, religious, charitable and educational organizations, and in general, to do all things that

may appear necessary and useful in accomplishing the purposes herein above set out.

3. All property shall be irrevocably dedicated to religious, charitable, and educational purposes and shall be held in the corporate name of **Emerald Coast Orphan Care, Inc.**, as a non-profit corporation organized and operated exclusively for religious, charitable, and educational purposes, which qualifies for exemption from Federal Income Tax under provision of Section 501(c)(3) of the Internal Revenue Code. The purchase, sale, lease, mortgage or alienation of said real property shall be transacted according to the by-laws of the corporation.
4. **Emerald Coast Orphan Care, Inc.** and its parts exists to serve the Foster and Adoption community, to promote the care of children "in need," providing support, encouragement, resources and other assistance as needed with the foundational purpose of Orphan care. "Let the little children come to me and do not hinder them, for to such belongs the kingdom of heaven." Matthew 19:14

ARTICLE IV - MANNER OF ELECTION OF DIRECTORS

The business and affairs of this corporation shall be conducted by a Board of Directors who shall number not less than 3, nor more than 9 members. Said directors shall have the authority and power to increase or decrease the number of serving directors within the limits provided above. The Board of Directors shall have the authority to adopt or amend the By-Laws of the Corporation upon a majority vote of the then serving Directors. The Board of Directors may fill any vacancy which may occur on the Board of Directors prior to the next annual meeting of either the members or the Board of Directors or the first annual meeting of this corporation as herein provided for and until their successors are elected and qualified. The Board of Directors may elect and appoint officers, agents, and employees, consistent with said By-Laws and these Articles, and not in violation of State Law:

The Current Board of Directors are the following individuals and said Director's shall serve and be re-elected as provided herein and in the By-Laws.

- A. Ashley Pepe, Director and CEO
- B. Audra Rogers, Director
- C. Mark Welton, Temporary Director
- D. Mark Welton, Corporate Counsel

ARTICLE V - REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the registered agent is:

Welton Law Firm, LLC
1020 Ferdon Blvd, South
Crestview, FL 32536

ARTICLE VI - TERM OF EXISTENCE

The duration of this corporation is perpetual, unless dissolved according to law.

ARTICLE VIII - CORPORATE POWERS

The corporate powers of this corporation are as provided in section 617.0302 of the Florida Statutes and the following additional powers:

1. In addition, this division of the ministry shall not borrow money for the advancement of the ministry endeavors but seek the miraculous provisions of God for each and every matter of operation and growth, allowing the miraculous hand of God to be reveled in the provisions He makes.
2. To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as may be provided for in the By-Laws of the Corporation subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE VIII - BASIS UNDER WHICH CORPORATION IS ORGANIZED

This corporation is organized under a non-stock – non-profit basis.

The corporation is a not-for-profit corporation as defined by the Not For Profit Corporation Act in Section 617.01011 of the Florida Statutes. As such, it is not organized for the pecuniary gain or profit of, and no part of its net earnings is distributable to, its members, directors, officers, or other private persons except as specifically permitted under the provisions of the Florida Not For Profit Corporation Act.

ARTICLE IX - DISTRIBUTION UPON DISSOLUTION

In the event of dissolution of the corporation, assets shall be distributed for one or more exempt purposes with the meaning of 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Any 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 is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X - DISTRIBUTION OF CORPORATE FUNDS

No part of the net earnings of the corporation shall inure to the benefit or, 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 Article III hereof. 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 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.

ARTICLE XI - INCOME FROM PUBLIC EVENTS

If this corporation holds any events in which members of the general public are invited to participate for a fee, the net proceeds, if any, attributable to such participation by nonmembers will be paid used for the Corporations Non-Profit reasons or will be paid over to an organization that is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 on an annual basis, unless this corporation itself is a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986.

ARTICLE XII - INCORPORATORS

The names and addresses of the incorporator of the corporation are as follows:

Ashley Pepe, Audra Rogers, and Mark Welton as the Incorporators

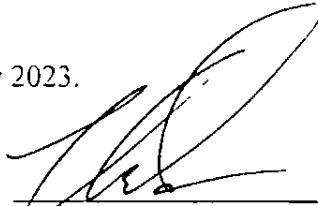
Mark Welton, Esq.
Temporary Director
Welton Law Firm, LLC
1020 Ferdon Blvd. South
Crestview, FL 32536

ARTICLE XIII - AMENDMENT OF ARTICLES

These Articles of Incorporation may only be amended upon the unanimous vote of the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of

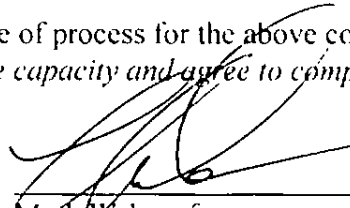
incorporation on this the 11th day of Janaury 2023.



Mark Welton, Director

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above corporation at the above listed address. *I hereby consent to act in the capacity and agree to comply with the provisions of the law relative to the registered agent.*



Mark Welton for
Welton Law Firm, LLC



RECEIVED

MAR 31 2023

FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 24, 2023

MARK WELTON
WELTON LAW FIRM, LLC
1020 S. FERDON BLVD.
CRESTVIEW, FL 32536

SUBJECT: EMERALD COAST ORPHAN CARE, INC
Ref. Number: N22000013723

We have received your document for EMERALD COAST ORPHAN CARE, INC and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please title your amendment Articles of Amendment to Articles of Incorporation. Please include the Florida Statute 617.1006 on your amendment.

The date of adoption of each amendment must be included in the document.

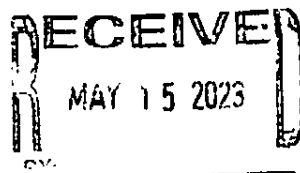
Please check the appropriate box on the amendment form regarding the adoption of the amendment(s).

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.

Anissa Butler
Regulatory Specialist II

Letter Number: 723A00006785



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