

H23 000008185

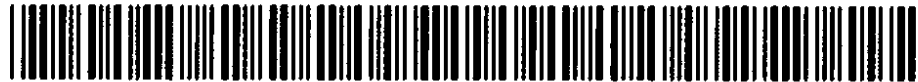
Florida Department of State

Division of Corporations

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H23000279266 3)))



H230002792663ABC4

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6380

From:

Account Name : COMPUTERSHARE
Account Number : 110432003053
Phone : (561)694-8107
Fax Number : (561)214-8442

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

COR AMND/RESTATE/CORRECT OR O/D RESIGN

SSV, INC.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$35.00

Electronic Filing Menu

Corporate Filing Menu

Help



August 11, 2023

FLORIDA DEPARTMENT OF STATE
Division of Corporations

SSV, INC.
8198 SE SANCTUARY DRIVE
HOBE SOUND, FL 33455US

SUBJECT: SSV, INC.
REF: N23000008185

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 a date for the date adoption.

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.

Tammi Cline
Regulatory Specialist II Supervisor

FAX Aud. #: H23000279266
Letter Number: 123A00018380

**AMENDED AND RESTATED ARTICLES
OF INCORPORATION OF
SSV, INC**

Pursuant to Section 617.1007 of the Business Corporation Not For Profit Act of the State of Florida, the undersigned, being the Chairman of the Board of Directors of **SSV, Inc.**, a Florida Not For Profit Corporation (hereinafter the "Corporation") desiring to amend and restate its Articles of Incorporation, does hereby certify:

FIRST: The Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on July 10, 2023, Document Number N23000008185.

SECOND: These Amended and Restated Articles of Incorporation, which supersede the original Articles of Incorporation and any amendments thereto, were adopted by the Board of Directors of the Corporation as of July 18, 2023. There are no members entitled to vote with respect to these Amended and Restated Articles of Incorporation. To effect the foregoing, the text of the Articles of Incorporation is hereby restated and amended as herein set forth in full:

ARTICLE I-NAME

The name of this Corporation is: SSV, Inc.

ARTICLE II-ENABLING LAW

This Corporation is organized pursuant to the Corporations Not For Profit law of the State of Florida, set forth in Part One of Chapter 617 of the Florida Statutes.

ARTICLE III-PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation shall be:
8198 SE SANCTUARY DRIVE
HOBE SOUND, FL 33455

ARTICLE IV-PURPOSE

1. The primary purposes of the Corporation shall be as follows:

- (a) Coordinate and lead United States Military Veterans scuba diving, snorkeling and fishing trips and excursions to help the Veterans recover and reset from military stress and combat-related injuries;
- (b) Teach United States Military Veterans how to scuba dive, allowing them to learn a new skill and thereby assisting in their mental and physical recovery from military stress and combat-related injuries;
- (c) Coordinate connections between Veterans and successful individual mentors in various fields of expertise to assist in Veterans development of life plans;
- (d) Coordinate and lead underwater archeology missions including Veteran participation, with a focus on locating and recovering missing persons and artifacts from different wars.
- (e) Coordinate and lead coral reef system and fish resources research and restoration programs with Veterans.

2. No part of the net earnings of the Corporation shall inure to the benefit, or be distributable to its 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 tax exempt purposes set forth herein.

3. This Corporation shall have all of the powers of a natural person, subject only to limitations imposed by these Articles, the Bylaws of this Corporation, and applicable laws. Notwithstanding any such powers, or any other provisions of these Articles, this Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (the "Code"). Notwithstanding any of the above statements of purpose and powers, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise of any powers that are not in furtherance of the primary purposes of this Corporation.

4. No substantial part of the activities of this Corporation shall involve itself in propaganda or otherwise attempt to influence legislation (except as otherwise provided in Section 501(h) of the Code), and the Corporation shall not participate in, or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

5. This corporation shall have and exercise all rights and powers conferred on non-profit corporations under the laws of the State of Florida, or which may hereafter be conferred, in order to promote non-profitable purposes within the meaning of Section 501(c)(3) of the Code.

ARTICLE V - DURATION

The term of existence of the Corporation is perpetual.

ARTICLE VI - MEMBERSHIP

The Corporation shall have members as determined by the Board of Directors of the Corporation by majority vote at any time. If the Corporation shall have members, the number of members, their qualifications and manner of their admission shall be prescribed from time to time by the Board of Directors in the Bylaws of the Corporation.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The Corporation shall have four (4) Directors, initially. The number of Directors may be increased or diminished from time to time in accordance with the Bylaws, but shall never be less than three (3). The manner and method of electing the Directors shall be in accordance with the Bylaws. The names and addresses of the members of the first Board of Directors who shall serve until their successors are elected are:

Jeffery Samuel, Chairman, 8198 SE SANCTUARY DRIVE, HOBE SOUND, FL 33455
Tom Beckmayer, 3904 SE Old St. Lucie Blvd., Stuart, FL 34996
Tom Agresta, Jr., 111895 LaDue Tr., Chagrin Falls, OH 44023
Larry Robinson, 8787 Coco Plum PL., Orlando, FL 32827

ARTICLE VIII - OFFICERS

The Officers of the Corporation shall consist of a President, Vice President, Secretary and Treasurer and such other officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Directors and may be removed by the Board of Directors at such time in such manner as may be prescribed by the Bylaws. The names of each initial Officer who shall serve until their successors are elected are:

Jeffery Samuel – President

Alexander Samuel – Treasurer

Britton Samuel – Secretary

ARTICLE IX - REGISTERED OFFICE AND AGENT

The name and registered address of the registered agent in Florida for the Corporation is:

Jeffery Samuel
8198 SE SANCTUARY DRIVE
HOBE SOUND, FL 33455

ARTICLE X - INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each Director and each Officer or former Director or Officer of the Corporation may be indemnified and may be advanced reasonable expenses by the Corporation against liabilities imposed upon him or her and expenses reasonably incurred by him or her, or any action, suit or proceeding to which he or she may be a party by reason of his or her being, or having been, such Director or Officer and against such sum as independent counsel selected by the Directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no Director or officer shall be indemnified:

- a. with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance of duty,
- b. with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the Board of Directors shall not deem reasonable payment made primarily with a view to avoiding expense of litigation, or
- c. with respect to matters for which such indemnification would be against public policy.

Such rights of indemnification shall be in addition to any other rights to which Directors or Officers may be entitled under any Bylaw, agreement, corporate resolution, vote of Directors or otherwise. The Corporation shall have the power to purchase or maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law.

ARTICLE XI - LIMITATION ON SCOPE OF LIABILITY

No Director shall be liable to the Corporation for monetary damages for an act or omission in the Director's capacity as a Director of the Corporation, except and only for the following:

- a. A breach of the Director's duty of loyalty to the Corporation;
- b. An act or omission not in good faith by the Director or an act or omission that involves intentional misconduct or knowing violation of the law by the Director;
- c. A transaction from which the Director gained any improper benefit whether or not such benefit resulted from an action taken within the scope of the Director's office; or
- d. An act or omission by the Director for which liability is expressly provided by statute.

ARTICLE XII - DISSOLUTION

In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member, director or officer shall be entitled to any distribution or division of the Corporation's property or proceeds therefrom, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law.

25

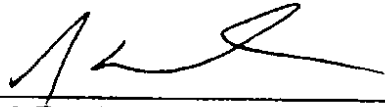
17.1.179

ARTICLE XIII - BYLAWS

The Bylaws of this Corporation may only be made, altered or rescinded by a majority vote of the Board of Directors, unless all of the Directors sign a written statement manifesting their intention that the Bylaws be made, altered or rescinded.

Dated: As of July 18, 2023

By: _____

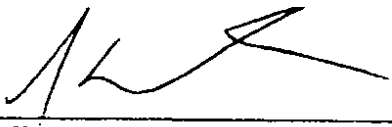

Jeffery Samuel, Chairman
and President

**ACCEPTANCE OF REGISTERED
AGENT**

Having been named as registered agent to accept service of process for SSV, Inc., a Florida Not For Profit Corporation, at the registered office designated in the Corporation's Amended and Restated Articles of Incorporation, the undersigned accepts the appointment of registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

DATED: As of July 18, 2023

By: _____


Jeffery Samuel