

N23000011597

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.

(((H23000329371 3)))



H2300032937134BC/

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)617-6381

From:

Account Name : RONALD W. SIKES, ATTORNEYS, PLLC
Account Number : 120050000064
Phone : (407)877-7115
Fax Number : (407)877-6970

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

Email Address: rsikes@sikeslawgroup.com

FLORIDA PROFIT/NON PROFIT CORPORATION
HERNANDO BEACH DIVING WITH HEROES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

FILED

2023 SEP 26 PM 4:04

STATE

STATE
TALLAHASSEE, FL

2023 SEP 26 PM 12:18

FILED

(((H23000329371 3)))

ARTICLES OF INCORPORATION
OF
HERNANDO BEACH DIVING WITH HEROES, INC.
a corporation not for profit

Pursuant to the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes, the undersigned hereby delivers these Articles of Incorporation of **HERNANDO BEACH DIVING WITH HEROES, INC.**

ARTICLE I. NAME AND DURATION

The name of this corporation shall be **HERNANDO BEACH DIVING WITH HEROES, INC.** (the "Corporation"). The existence of the Corporation shall commence with the filing of these Articles of Incorporation with the Florida Secretary of State in Tallahassee, Florida. The Corporation shall exist in perpetuity.

ARTICLE II. REGISTERED AGENT AND OFFICE

Brandon Stevens, whose address is 4236 Tahiti Drive, Hernando Beach, FL 34607, is hereby appointed the initial registered agent of this Corporation.

ARTICLE III. INITIAL PRINCIPAL OFFICE

The initial principal office of the Corporation shall be located at 4236 Tahiti Drive, Hernando Beach, Hernando County, FL 34607. The Corporation may change its principal office from time to time without amendment of these Articles of Incorporation.

ARTICLE IV. PURPOSE AND POWERS OF THE CORPORATION

A. The purpose and object of the Corporation shall be to promote, encourage and fund charitable local, state, national and international causes through philanthropic giving.

B. The Corporation does not contemplate pecuniary gain or profit to the Members thereof and shall undertake and perform all acts and duties incident to the achievement of the purpose and object of the Corporation in accordance with the terms, provisions and conditions of these Articles of Incorporation and the Bylaws of the Corporation.

C. The Corporation shall have the following powers:

1. All of the powers and privileges granted to corporations not for profit under the laws of the state of Florida as the same may be amended from time to time as therein provided;

(((H23000329371 3)))

FILED

2023 SEP 26 PM 12:18
SECRET

(((H23000329371 3)))

2. All of the powers reasonably necessary to implement and effectuate the purposes of the Corporation, including, without limitation, the power, authority and right to undertake all powers and duties set forth in these Articles and By-Laws as same may be amended from time to time, the By-Laws being incorporated herein as if set forth in full;

3. The right to pay all expenses incident to conduct the business of the Corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the Corporation, if any;

4. The right to acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Corporation;

5. The right to borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and

6. The right to participate in mergers and consolidations with other nonprofit corporations organized for the same or consistent purposes, provided that any such merger, consolidations or annexation shall have the consent of Members as required by the By-Laws.

ARTICLE V. QUALIFICATION OF MEMBERS

The qualification of Members, manner of their admission to and termination of membership shall be consistent with applicable law and as otherwise provided in the By-Laws.

ARTICLE VI. VOTING RIGHTS

The voting membership and the voting rights of the Members shall be as provided in the By-Laws.

ARTICLE VII. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors of not less than three (3) Directors who need not be members of the Corporation. The terms of office of the Directors and selection of successors to the initial Directors shall be as set forth in the By-Laws. The names and addresses of the persons who are to serve as the initial Board of Directors until their successors are appointed or chosen, are as follows:

(((H23000329371 3)))

2023 SEP 26 PM 12:18
STATE
CORPORATION, FL

FILED

(((H23000329371 3)))

DIRECTOR:ADDRESS:

Brandon Stevens

4236 Tahiti Drive
Hernando Beach, FL 34607

Shawn Robinson

4516 Belfast Drive
New Port Richey, FL 34652

Joshua Tanton

3411 SW Catskill Drive
Port St. Lucie, FL 34953

Kyle Swanson

6052 Sunday Road
Spring Hill, FL 34608

FILED
2023 SEP 26 PM 12:19
HILARIOUS, FL

A. The officers of the Corporation shall be a President, Secretary and Treasurer, and at the election of the Board of Directors, one (1) or more Vice Presidents, Assistant Secretaries and Assistant Treasurers and other officers, who shall perform the duties of such offices customarily performed by like officers of corporations in the State of Florida subject to the direction of the Board of Directors.

B. Officers of the Corporation may be compensated in the manner to be provided in the By-Laws.

C. Election of Officers. The Officers of the Corporation shall be elected by the Board of Directors and shall hold office at the pleasure of the Board of Directors.

D. The persons who are to serve as officers of the Corporation until their successors are chosen are:

OFFICE:NAME:

President

Brandon Stevens

Secretary/Treasurer

Brandon Stevens

E. The officers shall be elected by the Board of Directors at their annual meeting as provided in the By-Laws. Any vacancies in any office shall be filled by the Board of Directors at any meeting duly held.

F. The President shall be elected from the membership of the Board, but no other officer need be a Director. The offices of Secretary and Treasurer may be held by the same person. Without the approval of the Directors, no person shall simultaneously hold more than one (1) of any of the other offices, except Secretary and Treasurer.

ARTICLE VIII. BYLAWS

A. The Board of Directors shall adopt by a majority vote the original By-Laws of the Corporation.

(((H23000329371 3)))

(((H23000329371 3)))

B. The By-Laws shall be amended by the procedure more fully set forth in the By-Laws and shall be approved by at least a majority of the membership.

ARTICLE IX. AMENDMENT OF ARTICLES

Amendment of these Articles shall require the assent of the votes of not less than two-thirds (2/3) of the Members.

ARTICLE X. INDEMNITY

Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including without limitation attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or Officer at the time such expenses are incurred, except in such cases where the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

ARTICLE XI. NONPROFIT STATUS

No part of the income of the Corporation shall be distributed to the Members except upon the dissolution or final liquidation and as permitted by the court having jurisdiction thereof.

ARTICLE XII. MERGER AND DISSOLUTION

The Corporation shall have the right to participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided such merger or consolidation shall have the assent of two-thirds (2/3) of the Members.

The Corporation may be dissolved by the approval of not less than two-thirds (2/3) of the votes of each class of Members given in person, by proxy or by written consent. Upon dissolution of the Corporation, other than incident to a merger or consolidation, the assets of the Corporation shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Corporation was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes. This procedure shall be subject to court approval on dissolution pursuant to Florida Statutes, Chapter 617.

ARTICLE XIII. INCORPORATOR

The name and address of the incorporator of these Articles are:

(((H23000329371 3)))

2023 SEP 26 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FL

FILED

((H23000329371 3)))

Brandon Stevens
4236 Tahiti Drive
Hernando Beach, FL 34607

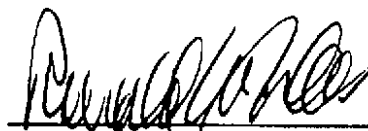
IN WITNESS WHEREOF, the undersigned subscriber has executed the foregoing Articles of Incorporation this 18th day of September, 2023.



Brandon Stevens

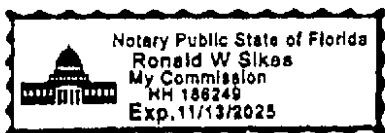
STATE OF FLORIDA
COUNTY OF HERNANDO

The foregoing Articles of Incorporation were acknowledged before me this 18th day of September, 2023, by Brandon Stevens, who has produced his Florida driver's license as identification.



NOTARY PUBLIC
State of Florida-at-Large

My Commission Expires:



FILED
2023 SEP 26 PM 12:19
CLERK OF THE STATE
PALM BEACH, FL

((H23000329371 3)))

(((H23000329371 3)))

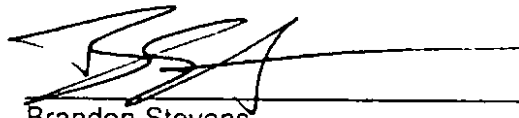
**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING REGISTERED AGENT UPON WHICH
PROCESS MAY BE SERVED**

PURSUANT to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THAT, **HERNANDO BEACH DIVING WITH HEROES, INC.**, desiring to organize under the laws of the State of Florida, with the principal office of the Corporation located at: 4236 Tahiti Drive, Hernando Beach, FL 34607, as indicated in the Articles of Incorporation, has named as its Registered Agent: Brandon Stevens, 4236 Tahiti Drive, Hernando Beach, FL 34607, to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



Brandon Stevens

FILED
2023 SEP 26 PM 12:19
CLERK OF STATE
HERNANDO BEACH, FL

(((H23000329371 3)))