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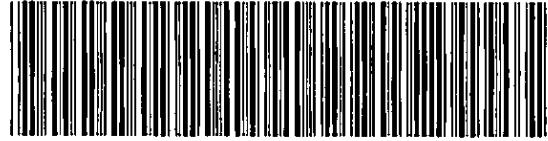
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FLORIDA

## ARTICLES OF INCORPORATION FOR WISH UPON A STARFISH PCB, INC.

In accordance with the requirements of the State of Florida, the undersigned hereby form a nonprofit corporation under Florida Statutes Chapter 617, as amended, and does hereby certify:

### ARTICLE I NAME

The name of the corporation shall be WISH UPON A STARFISH PCB, INC., hereinafter referred to as the "Corporation."

### ARTICLE II DEFINITIONS

1. "Act" shall mean the Florida Not-For-Profit Act, as codified in Florida Statutes, Chapter 617, as the same may be amended from time to time or any successor law.
2. "Articles" shall mean these Articles of Incorporation.
3. "Bylaws" shall refer to the Bylaws for Wish Upon a Starfish PCB, Inc.
4. "Executive Board" shall mean the Board of Directors.

### ARTICLE III DURATION

The existence of this Corporation shall be perpetual unless dissolved in accordance with applicable law or by written consent of a majority of the Executive Board.

### ARTICLE IV PRINCIPAL OFFICE

The address of the Corporation's initial principal office is 102 Monte Palo St, Panama City Beach, Florida, 32413, or at some other place within the United States, as the Executive Board from time to time shall designate.

### ARTICLE V REGISTERED AGENT

*Cameron K. Fugue*

The address of the Corporation's initial registered agent ("Agent") is 97 W. Oak Ave., Panama City, Florida, 32401, or at some other place within the United States, as the Executive Board from time to time shall designate. Agent shall serve as the Registered Agent for receipt of process of service.

### ARTICLE VI PURPOSE AND POWERS OF THE CORPORATION

The Corporation is organized as a non-profit under Florida Statutes Chapter 617, as amended, or any

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#### ARTICLE IV LIMITATION

The Corporation shall be operated solely and exclusively for the objects and purposes set forth in Article VI hereof. No part of the net earnings of the Corporation shall inure to the benefit of any individual, except that the Corporation shall possess the power or authority to pay reasonable compensation for services rendered and shall have the power to spend funds, make payments, and make distributions in furtherance of the objects and purposes set forth in Article VI hereof.

#### ARTICLE V BOARD OF DIRECTORS; MANNER OF ELECTION

The management of the Corporation shall be vested in the Executive Board, who shall be selected in conformity with the Corporation Documents and the Act. The initial Executive Board shall consist of the following individuals:

Tom Vooris-President  
102 Monte Palo St.  
Panama City Beach, Florida, 32413

Laura Vooris-Secretary/Vice-President  
102 Monte Palo St.  
Panama City Beach, Florida, 32413

Shawna Green -Treasurer  
605 Gardenia Street  
Panama City Beach, Florida, 32407

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FALL ALABAMA SECRETARY

The business and affairs of the Corporation shall be managed by a Board of Directors initially consisting of three (3) directors. The Executive Board, upon majority approval, shall have the authority to increase the number of Directors to a maximum of nine (9). The initial Directors shall be those detailed supra. All of the duties and powers of the Corporation existing under Chapter 617, Florida Statutes, as amended, the Articles, and the Bylaws shall be exercised exclusively by the Executive Board, its agents, contractors, or employees.

#### ARTICLE VI LIABILITY

No Corporation Official shall be personally liable to any other Person, including the Corporation, for any damage, loss, or prejudice suffered or claimed on account of any act, omission, error, or negligence of the Corporation, the Executive Board, or any member thereof, any representative or employee of the Corporation, any officer of the Corporation or any member of any other committee of the Corporation; *provided, however*, the limitations set forth in this Section shall not apply to liability for any of the following: (A) the amount of a financial benefit that a Director received to which he was not entitled; (B) intentional infliction of harm on the Corporation; (C) an intentional violation of criminal

successor law. Said corporation is organized exclusively for charitable, religious, educational, and scientific 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 or the corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, 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 Third 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 section 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, and the specific purposes for which it was formed are to provide for:

- A. The advancement of charity, education, and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.
- B. The operation as a charitable and private foundation created by the authority of Florida Statutes Chapter 617 to provide rental properties and Airbnb accommodations or other benefits to children who are medically challenged, disabled, or facing financial need.
- C. The corporation may engage in community revitalization projects, promote economic development, facilitate access to essential services, and enhance the overall well-being and quality of life in disadvantaged or underserved communities.
- D. The corporation may support medical research, prevention, and treatment programs by funding medical institutions, providing access to healthcare services, supporting medical professionals, and advocating for improved healthcare policies and resources.
- E. The corporation may empower individuals and groups facing socio-economic challenges through initiatives such as job training, entrepreneurship support, financial literacy programs, and microfinance opportunities.
- F. The corporation may partner with other charitable organizations, government agencies, educational institutions, and community groups to leverage resources, knowledge, and expertise for maximum impact and sustainable change.
- G. To operate exclusively in any other manner for such charitable purposes as will qualify it as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or under any corresponding provisions of any subsequent Federal Tax Laws, covering the distributions to organizations qualified as tax exempt organizations under the

Internal Revenue Code, as amended, including private foundations and private operating foundations.

The Corporation shall have all powers provided for in the Act, as well as the explicitly enumerated following powers:

- A. The corporation shall have the power to raise funds, receive donations, apply for grants, own or lease property, enter into agreements, and take any other lawful action necessary to achieve its charitable purposes, always in accordance with applicable laws and regulations.
- B. To borrow money without limitation as to amount of corporate indebtedness or liability; and to give a lien on any of its property as security therefore, in any manner permitted by law.
- C. To buy, lease, hold, and exercise all privileges of ownership over such real or personal property as may be necessary or convenient for the conduct and operation of the business of the Corporation, or incidental thereto.
- D. Enter into, make, perform, or enforce contracts of every kind and description, and do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Corporation or in association with any person, entity, or public or private entity or agency.
- E. To cooperate with other similar corporations and governmental agencies for any of the purposes for which this Corporation is formed, and/or to become a member or stockholder of such corporations as now or hereafter maybe in existence.
- F. To have and exercise, in addition to the foregoing, all powers, privileges and rights conferred on not-for-profit corporations by the law of Florida and all powers and rights incidental or conducive to carrying out the purposes for which this Corporation is formed and to do any such thing anywhere; and the enumeration of the foregoing powers shall not be held to limit or restrict in any manner the general powers which may by law be possessed by this Corporation, all of which are hereby expressly claimed.

## **ARTICLE VII MEMBERSHIP**

The Corporation shall have no members. The management of the affairs of the corporation shall be vested in the Executive Board, as defined in the Corporation's Bylaws.

## **ARTICLE VIII INCORPORATOR**

The name and address of the incorporator is:

Cameron K. Fuqua  
97 W. Oak Ave.  
Panama City, Florida 32401

law; or (D) damages incurred in the case of a Director who votes for or assents to a distribution in violation of the law of the State of Florida, these Articles or the Corporation Documents.

## **ARTICLE VII INDEMNIFICATION**

The Corporation shall indemnify each and every Corporate Official against any and all expenses, including attorneys' fees, reasonably incurred by or imposed upon a Corporate Official in connection with any action, suit or other proceeding (including settlement of any suit or proceeding, if approved by the Executive Board serving at the time of such settlement) to which he or she may be a party by reason of being or having been an Corporate Official, unless the liability for such expenses arises out of his or her own intentional misconduct. No Corporate Official shall have any personal liability with respect to any contract or other commitment made by them or action taken by them, in good faith, on behalf of the Corporation, and the Corporation shall indemnify and forever hold each such Corporate Official free and harmless from and against any and all liability to others on account of any such contract, commitment or action. Any right to indemnification provided for herein shall not be exclusive of any other rights to which any Corporate Official may be entitled, if the Executive Board deems it appropriate, in its sole discretion, the Corporation may advance funds to or for the benefit of any Corporate Official who may be entitled to indemnification hereunder to enable such Corporate Official to meet on-going costs and expenses of defending himself or herself in any action or proceeding brought against such Corporate Official by reason of his or her being, or having been, a Corporate Official. In the event it is ultimately determined that a Corporate Official to whom, or for whose benefit, funds were advanced pursuant to the preceding sentence does not qualify for indemnification pursuant to this Section or otherwise under Florida law, such Corporate Official shall promptly, upon demand, repay to the Corporation the total of such funds advanced by the Corporation to him or her, or for his or her benefit, with interest (should the Executive Board so elect) at a rate not to exceed 10 percent a year from the dates advanced until paid.


## **ARTICLE VIII INSURANCE**

The Corporation shall purchase and maintain one or more policies of insurance on behalf of the Directors or officers of the Corporation to insure against losses or damages with respect to the Corporation's assumption of liability for their acts of omission or commission in their capacities as Directors or officers.

## **ARTICLE IX DISSOLUTION**

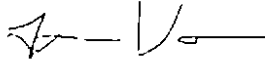
Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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.

Wish Upon a Starfish PCB, Inc.



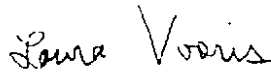
05 / 30 / 2023

By: Cameron K. Fuqua  
Its: Incorporator



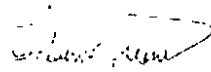
05 / 30 / 2023

By: Tom Vooris  
Its: Director/President



05 / 30 / 2023

By: Laura Vooris  
Its: Director/Secretary-Vice President



05 / 30 / 2023

By: Shawna Green  
Its: Treasurer



By: Cameron K. Fuqua  
Registered Agent

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