

795000002385

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 95 MAY 18 AM 10:12

AB 5/18/95

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>YU</u>	_____	_____	_____

WALK-IN 5-18
 Will Pick Up _____

RE: The Waterfront Rescue Mission
Foundation, Inc.

C.C. FEE. DISBURSED

☒ Capital Express™
☒ Art. of Inc. File _____
 Corp. Record Search _____
 Ltd. Partnership File 100001493071
 Foreign Corp. File -05/18/95--01020--006
☒ () Cert. Copy(s) ++++\$35.00 ++++\$35.00

 Art. of Amend. File _____
 Dissolution/Withdrawal 100001493071
 C U S. -05/18/95--01020--006
 Fictitious Name File ++++\$37.50 ++++\$37.50

 Name Reservation _____
 Annual Report/Reinstatement _____
 Reg. Agent Service _____
 Document Filing _____

 Corporate Kit _____
 Vehicle Search _____
 Driving Record _____
 Document Retrieval _____

 UCC 1 or 3 File _____
 UCC 11 Search _____
 UCC 11 Retrieval _____
 _____ File No.'s. _____ Copies _____
 Courier Service _____
 Shipping/Handling _____
 Phone () _____
 Top Priority _____
 Express Mail Prop. _____
 FAX () _____ pgs. _____

SUBTOTALS _____

FEE.....	\$ 58
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
.....	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 - Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 MAY 10 AM 10:12

ARTICLES OF INCORPORATION
OF
THE WATERFRONT RESCUE MISSION FOUNDATION, INC.

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, do hereby make, subscribe, acknowledge, and file these Articles for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I

NAME AND LOCATION

The name of this corporation shall be ^{The} Waterfront Rescue Mission Foundation, Inc. The principal office of the corporation shall be located at 16 West Main Street, Pensacola, Florida 32594, or such other place as may from time to time be designated by the Board of Directors.

ARTICLE II

PURPOSES

The corporation is organized and shall be operated exclusively for charitable, religious or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue

Code of 1986, as now or hereafter amended. In furtherance of such purposes, the corporation may:

(a) Promote and support, by donation, loan, investment or disposition of funds for the use and benefit and in furtherance of the interests and purposes of (i) the Waterfront Rescue Mission, Inc., during such period as The Waterfront Rescue Mission, Inc. shall be exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); (ii) the facilities owned, leased, managed operated or controlled by The Waterfront Rescue Mission, Inc., or the corporation; (iii) institutions separately incorporated which have The Waterfront Rescue Mission, Inc. or the corporation as its sole member or shareholder, provided that any such organization supported by the corporation shall be exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); and (iv) any other not-for-profit and federally tax-exempt organization which is

affiliated with the corporation, the purposes of which are not inconsistent with those of the corporation.

(b) Raise funds for any or all of the organizations described in subsection (a) of this section from the public and from all other sources available; and receive, maintain and administer such funds and expend principal and income therefrom in furtherance of these purposes.

(c) Borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and secure the same by mortgage, pledge or other lien on the corporation's property.

(d) Do and perform all acts reasonably necessary to accomplish the purposes of the corporation.

(e) Own, lease or otherwise deal with all property, real and personal, to be used in furtherance of these purposes, except that the corporation may not create or acquire wholly owned or controlled subsidiary corporations without the express approval of the sole corporate member.

(f) Contract with other organizations, for-profit and not-for-profit, with individuals, and with governmental agencies in furtherance of these purposes.

(g) Otherwise operate exclusively for charitable, religious or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code in the course of which operations:

(i) 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 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 herein.

(ii) No substantial part of the activities of the corporations 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 except as authorized under the Internal Revenue Code.

(iii) Notwithstanding any other provisions 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 (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE III

SOLE MEMBER

The corporation shall have a sole member, namely The Waterfront Rescue Mission, Inc., a Florida not-for-profit corporation. The sole member shall have such rights and powers provided voting members from time to time by the Florida Not For Profit Corporation Act and such duties and responsibilities as are provided in the bylaws of the corporation.

ARTICLE IV

TERM

The corporation shall have perpetual existence.

ARTICLE V

OFFICERS

The affairs of the corporation shall be managed by a Chairman, one or more Vice Chairmen, a Secretary, a Treasurer, and such other offices as shall be designated by the Board of Directors. Officers shall be elected at the annual meeting or at such times as vacancies shall occur.

ARTICLE VI

PRESENT OFFICERS

The present officers of the corporation, who shall serve until the first election hereunder, are as follows:

Chairman	- Wilson Robertson
First Vice Chairman	- Dee Enzor
Second Vice Chairman	- Greg Smith
Secretary	- Charles Welk
Treasurer	- Mike Oaks

ARTICLE VII

DIRECTORS

The Board of Directors shall consist of not less than three (3) nor more than fifteen (15) persons, who shall be elected by the sole member. The initial Board of Directors,

which shall serve until new Directors are elected by the sole member, shall consist of the following persons:

Wilson Robertson	Dee Enzor
Greg Smith	Charles Welk
Mike Oaks	Rick Dye
Nettie Edge	Dr. Paul Gray
Dr. Addie June Hall	Emmett Hildreth
Ray Myers	Milton Smith
Michael A. Perkins	Devin Simmons

ARTICLE VIII

BY LAWS

The bylaws of the corporation may be made, altered or rescinded by the affirmative vote of two-thirds (2/3) of the Directors present at any meeting of the Board of Directors at which a quorum is present, provided that a brief description of such proposed action shall have been published in or with the notice of the meeting, and provided further that the sole member shall approve such action before it may become effective.

ARTICLE IX

AMENDMENTS TO ARTICLES

Amendments to these articles of incorporation may be proposed by the sole member or one or more of the Directors, and

shall be adopted by the affirmative vote of two-thirds (2/3) of the Directors present at any meeting of the Board of Directors at which a quorum is present, provided that a brief description of the proposed amendment(s) shall have been published in or with the notice of the meeting, and provided further that the sole member shall approve such amendment(s) before the same may become effective.

ARTICLE X

DISSOLUTION

In the event of the dissolution of the corporation, the Board of Directors, after paying or making provision for the payment of all of the liabilities of the corporation, shall dispose of all of the assets of the corporation to The Waterfront Rescue Mission, Inc., if then in existence and if qualified under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); or otherwise, to such organization or organizations organized and operated exclusively for Christian evangelical purposes comparable or similar to that of the member (i.e., Christian evangelical, rescue and recovery services) to benefit the inhabitants of the general areas of Northwest Florida and South Alabama, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the 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 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.

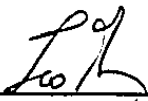
ARTICLE XI

INCORPORATOR

The name and address of the incorporator are as follows:

Leo Gray 16 West Main Street Pensacola, FL 32594

IN WITNESS WHEREOF, the undersigned, as incorporator, has executed the foregoing Articles of Incorporation on the 12th day of May, 1995.



LEO GRAY

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 12th day of May, 1995, by Leo Gray, who is

Wm. B. Fisher

Notary Public
State of Florida at Large
My Commission Expires:
Commission Number: OFFICIAL 00



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA AND NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 607.034, Florida Statutes, the following is submitted in compliance with said Act:

That The Waterfront Rescue Mission Foundation, Inc., a not-for-profit corporation organized on _____, under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation. at 16 West Main Street, Pensacola, Florida, has named Gary B. Leuchtman, located at 3 West Garden Street, Suite 700, Pensacola, Florida 32501 as its registered agent to accept service of process within this state.

By: 

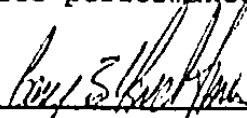
ACCEPTANCE:

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 I

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 MAY 18 AM 10:12

further agree to comply with the provisions of all statutes
relative to the proper and complete performance of my duties.



GARY LEUCHTMAN