

# NONPROFIT ARTICLES OF INCORPORATION FOR WATERWAY WARRIORS CORP

## **Article I Name**

### **1.01 Name**

The name of this corporation shall be Waterway Warriors Corp. The business of the corporation may be conducted as Waterway Warriors Corp.

## **Article II Duration**

### **2.01 Duration**

The period of duration of the corporation is perpetual.

## **Article III Purpose**

### **3.01 Purpose**

Waterway Warriors Corp is a non-profit corporation and shall operate exclusively for the education and charitable purpose within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. Waterway Warriors Corp's mission is to educate, empower and provide opportunities to clean up the debris near the waterways to further advance the health and sustainability of our waterways.

To maximize our impact on current efforts, we may seek to collaborate with other non-profit organizations which fall under the 501(c)(3) section of the internal revenue code and are operated exclusively for educational and charitable purposes for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes.

### **3.02 Public Benefit**

Waterway Warriors Corp is designated as a public benefit corporation.

## **Article IV Non-profit Nature**

### **4.01 Non-profit Nature**

Waterway Warriors Corp is organized exclusively for charitable and educational 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 corresponding section of any future tax code. Not part of the net earnings of Waterway Warriors Corp shall inure to 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 the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue code or corresponding section of any future federal tax code.

Waterway Warriors Corp is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its education and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

#### **4.02 Personal Liability**

No officer or director of this corporation shall be personally liable for the debts or obligations of Waterway Warriors Corp of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of debts or obligations of this corporation.

#### **4.03 Dissolution**

Upon termination or dissolution of the Waterway Warriors Corp, any assets and resources lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the 1986 Internal Revenue Code (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Waterway Warriors Corp hereunder shall be selected in the discretion of a majority of the managing body of the corporation, and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Waterway Warriors Corp, by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets and resources to be distributed, giving preference if practicable to organizations located within the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to the Waterway Warriors Corp, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

#### **4.04 Prohibited Distributions**

No part of the net earnings, or properties of this corporation, on dissolution of otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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, Section 3.01

#### **4.05 Restricted Activities**

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

#### **4.06 Prohibited Activities**

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax as an organization described by Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (2) 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 V Board of Directors**

#### **5.01 Governance**

Waterway Warriors Corp shall be governed by its board of directors.

#### **5.02 Initial Directors**

Sharon R. Noll, President

Sherill L. Spaccio, Secretary

Sandra Leone, Director of Development

Michelle T. Fitzgerald, Treasurer

### **Article VI Membership**

#### **6.01 Membership**

Waterway Warriors Corp shall have no members. The management of the affairs of the corporation shall be vested in the board of directors, as defined in the corporation's Bylaws.

### **Article VII Amendments**

#### **7.01 Amendments**

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

## **Article VIII Corporate Address**

### **8.01 Corporate Address**

The physical address of the corporation is:

274 E. Eau Gallie Blvd Suite 322  
Indian Harbour Beach FL 32937

The mailing address of the corporation is:

274 E. Eau Gallie Blvd Suite 322  
Indian Harbour Beach FL 32937

## **Article IX Appointment of Registered Agent**

### **9.01 Registered Agent**

The registered agent of the corporation shall be:

Sharon R. Noll  
444 Finch Drive  
Satellite Beach FL 32937

## **Article X Incorporator**

The incorporator of the corporation are as follows:

Sharon R. Noll  
444 Finch Drive  
Satellite Beach FL 32937

**Board signatures on next page**

**Certificate of Adoption of Articles of Incorporation**

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of Waterway Warriors Corp were approved by the board of directors on 7-1-23 and constitute a complete copy of Articles of Incorporation of the Waterway Warriors Corp.

Sherill L. Spaccio  
Sherill L. Spaccio, Secretary

7-1-23  
Date

Sharon R. Noll  
Sharon R. Noll, President

7/1/23  
Date

Sandra Leone  
Sandra Leone, Director of Development

7-1-2023  
Date

Michelle T. Fitzgerald  
Michelle T. Fitzgerald, Treasurer

7-1-2023  
Date