



Certificate of
Formation
File #805531748
April 2024
El Paso, TX
79906

Articles of Incorporation

Article I: Name

The name of this organization shall be Tranquility Ocean Adventures (“the Corporation”).

Article II: Duration

The duration of the Corporation shall be perpetual until the organization is dissolved or absorbed by another corporation.

Article III: Purpose

This Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Corporation exists to facilitate access to services, resources, and support systems for individuals seeking personal growth, recovery, and stability. It operates as a structured alignment system designed to assist individuals in identifying appropriate pathways to care and connecting them with external providers and organizations capable of delivering such services.

In furtherance of this purpose, the Corporation develops and conducts programs that create environments for community engagement, shared experience, and personal reflection. These programs are intended to support individuals in recognizing readiness for engagement with support services and to assist in the transition from willingness to action.

The Corporation’s activities include outreach initiatives, community-based experiences, and structured engagements that foster connection, awareness, and informed decision-making. Through these activities, the Corporation identifies individuals who may benefit from external services and facilitates their connection to appropriate providers, including licensed professionals and established organizations.

The Corporation may provide environments or facilities in which external organizations or licensed professionals conduct services or programs consistent with the Corporation’s charitable and educational mission. In such instances, the Corporation functions solely as a host or facilitator, and any clinical, therapeutic, or medical services provided independently by third-party professionals or organizations operating outside the authority and control of the Corporation. The Corporation shall not assume responsibility for the provision, supervision, or outcome of such services.

The Corporation does not provide clinical diagnosis, medical treatment, or licensed therapeutic services. Any credentialed professionals participating in the Corporation's activities do so in a non-clinical capacity unless separately engaged outside the scope of the Corporation.

The Corporation shall carry out its purposes in a manner consistent with all applicable laws, regulations, and standards governing organizations exempt under Section 501(c)(3) of the Internal Revenue Code.

Article IV: Registered Office and Agent

The Corporation shall maintain a registered office and a registered agent within the State of incorporation, as required by applicable law.

The address of the registered office and the identity of the registered agent may be changed from time to time by the Board of Directors in accordance with applicable state filing requirements, without the need to amend these Articles of Incorporation.

Article V: Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors, which shall have overall responsibility for the governance, strategic direction, and oversight of the Corporation in accordance with its charitable and educational purposes.

The Board of Directors shall be responsible for ensuring that the Corporation operates in a manner consistent with its mission, maintains compliance with applicable laws and regulations, and exercises prudent stewardship over its resources.

The number, qualifications, method of selection, and terms of service of directors shall be established in the Bylaws of the Corporation.

The Board of Directors shall act collectively in exercising its authority and shall not delegate governance responsibilities in a manner that compromises its fiduciary duties.

Directors shall serve in a fiduciary capacity and shall act in good faith, with the care an ordinarily prudent person would exercise, and in a manner reasonably believed to be in the best interests of the Corporation.

The Board of Directors shall have the authority to adopt, amend, or repeal the Bylaws of the Corporation, and to establish policies necessary for the effective governance and operation of the Corporation.

No individual director shall have unilateral authority over the affairs of the Corporation except as expressly authorized by the Board of Directors in accordance with the Bylaws.

Article VI: Limitations and Compliance

No part of the net earnings of the Corporation shall inure to the benefit of, 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 purposes set forth in Article III.

No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

The Corporation shall not engage in any activities or exercise any powers that are not in furtherance of its charitable and educational purposes as set forth in Article III, or that would cause the Corporation to lose its status as an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

All funds, assets, and resources of the Corporation shall be used solely to support its mission and operations in a manner consistent with its stated purposes. The Corporation shall not operate for the primary benefit of private interests, and any relationships with external organizations or service providers shall be structured to preserve the independence, neutrality, and integrity of the Corporation.

Article VII: Dissolution

Upon the dissolution of the Corporation, assets shall be distributed exclusively 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.

Such assets shall be distributed to one or more organizations that are organized and operated exclusively for charitable and educational purposes and that are aligned, to the extent practicable, with the mission and intent of the Corporation.

Any assets not so disposed of shall be distributed by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations as the court shall determine, which are organized and operated exclusively for such purposes.

Article VIII: Amendments

These Articles of Incorporation may be amended, altered, or repealed, and new Articles may be adopted, only upon the affirmative vote of a supermajority of the Board of Directors, as defined in the Bylaws of the Corporation.

Written notice of any proposed amendment shall be provided to all directors in advance of the vote, as defined in the Bylaws.

Any amendment to these Articles shall be consistent with the charitable and educational purposes set forth in Article III and shall not authorize the Corporation to engage in activities that would jeopardize its status as an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

The Board of Directors shall exercise this authority with due consideration to the long-term mission, integrity, and continuity of the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator, being duly authorized, has executed these articles of incorporation on this 12th day of April, 2024.



Dustin Gene Shepherd
Founder

Amended and adopted on: April 27, 2026

