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REFERENCE: 0262 4402
DATE: 11-5-98
CONTACT: CINDY HICKS
FROM: CORPORATE & CRIMINAL RESEARCH SERVICES
103 N. MERIDIAN STREET
TALLAHASSEE, FL 32301
TELEPHONE: 222-1173
SUBJECT: Macdill Education Council, Inc.

STATE FEES PREPAID WITH CHECK # 3584 FOR \$ 78.75

PLEASE FILE:

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- ARTICLES OF INC. ( ) AMENDMENT ( ) DISSOLUTION
( ) ANNUAL REPORT ( ) MERGER ( ) WITHDRAWAL
( ) QUALIFICATION ( ) LIMITED PARTNERSHIP ( ) ANNUAL REPORT
( ) FICTITIOUS NAME ( ) LIMITED LIABILITY ( ) REINSTATEMENT
( ) TRADEMARK/SERVICE ( ) UCC-1 ( ) UCC-3

PROVIDE US WITH:

- CERTIFIED COPY ( ) CERTIFICATE OF STATUS ( ) STAMPED COPY

Examiner's Initials

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SECRETARY OF STATE
TALLAHASSEE FL FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
MACDILL EDUCATION COUNCIL, INC.**

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

I, the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida the Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of this corporation shall be the "MacDill Education Council, Inc." As used hereinafter, it may be referred to as the MEC.

**ARTICLE II**

**PRINCIPLE OFFICE AND MAILING ADDRESS**

The address and principle office and mailing address of this corporation shall be:

6 MDG/SGE  
8415 Bayshore Blvd  
MacDill AFB Florida 33621

**ARTICLE III**

**PURPOSE**

1. The MEC is organized exclusively for charitable and educational purposes, including, for such purposes, the promotion of the professional development of active duty personnel assigned to the 6th Air Refueling Wing and tenant units on MacDill Air Force Base through off-duty education by reducing the costs to such personnel associated with attaining off-duty education. Activities to reduce the costs of attaining off-duty education may include, but are limited to, the funding of scholarships to eligible personnel, direct grants or loans to eligible personnel, and the grant or loan of books to eligible personnel.

2. To this end, the MEC shall at all times be operated exclusively for charitable educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the promotion of the professional development of active duty enlisted members assigned to the 6 Air Refueling Wing and tenant units on MacDill Air Force Base through off-duty education by the making of distributions that reduce the costs to such members associated with attaining off-duty education, and 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 of 1986, as now enacted or hereafter amended.

3. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

#### ARTICLE IV

#### MEMBERSHIP, BOARD OF DIRECTORS, AND OFFICERS

1. The Board of Directors is responsible for overall policy and direction of the MEC and delegates responsibility for day-to-day operation to the Officers.

2. The Board of Directors shall have the power to elect and remove all Officers (President, Vice-President, Recorder, and Treasurer).

3. The first Board of Directors shall consist of the following persons:

<u>Name</u>	<u>Address</u>
RYAN J. PEDIGO	6 MDG, 8415 Bayshore Blvd, MacDill AFB FL 33621
JONI L. MIRANDA	6 ARW, 8208 Hangar Loop Rd, MacDill AFB FL 33621
RICHARD A. WEHDE	6 ARW, 8208 Hangar Loop Rd, MacDill AFB FL 33621
KRISTINA THOMPSON	6 CPTS, 2606 Brown Pelican Ave, MacDill AFB FL 33621

4. The first Board of Directors shall serve as the Board of Directors during the first quarterly meeting at which meeting their successors will be duly elected, as provided in the bylaws.

5. The second and subsequent Board of Directors shall have no fewer than 5 nor more than 50 Directors.

6. A majority of the Board of Directors shall be military personnel acting solely in their personal capacities as described in Article IV, Section 6, of the MEC by-laws.

(1) In order to serve as a Director, an individual who is a member of any branch of the Armed Forces of the United States must be, at the time of his taking office as a Director, (a) an active duty commissioned officer or noncommissioned officer in the grade of E-6 or above, assigned to MacDill AFB, FL, or (b) an Air Force Reserve or Air National Guard commissioned officer or noncommissioned officer of the grade of E-6 or above, assigned to MacDill AFB, FL on extended active duty (EAD) orders for 180 consecutive days or more (without regard to whether 180 days of active duty have already been completed), and must be elected by a majority vote of the current Directors. The participation of military personnel shall be in each member's personal capacity and not in their official capacity unless approved as required by Department of Defense policy.

(2) In order to serve as a Director, an individual who is a civilian (including retired military members) must (a) reside in the state of Florida, and (b) if the member has prior military service, certify that he/she has received an honorable discharge from the armed forces of the United States.

7. Officers of the MEC shall consist of President, Vice President, Recorder, and Treasurer and shall be chosen from the Board of Directors by the Board of Directors in the manner set forth in the bylaws. The President shall be a military member acting in his or her personal capacity as described in Article IV, Section 6 (1), of the MEC by-laws. The Vice President shall be a civilian member of the Tampa Bay community.

8. A majority of the directors shall be military personnel as described in Article IV, Section 6 (1), above.

9. No Member, Director, or Officer shall have any right, title, or interest in or to any property of the MEC.

## ARTICLE V

### GENERAL PROVISIONS

At all times the following shall operate as conditions restricting the operations and activities of the MEC:

1. No part of the assets or net earnings of the MEC shall inure to the benefit of, or be distributable to any Member, Director, or Officer of the MEC or to any private person, except that the MEC shall be authorized and empowered to pay reasonable compensation to private persons other than a Member, Director, or Officer of the MEC for services rendered, and to make payments and distributions in furtherance of the purposes set forth in Article III above, and except that the Board of Directors may authorize reimbursement of reasonable out-of-pocket expenses incurred by a Member, Director, or Officer. Such assets and net earnings, if any, of the MEC shall be used to carry out the nonprofit corporate purposes set forth in Article III above. Unit representatives serving in an advisory capacity, in accordance with Article VI below, shall not be considered a member, director or officer of the MEC.

2. No substantial part of the activities of the MEC shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the MEC 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.

3. Notwithstanding any other provision of these articles, the MEC 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 of 1986, 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.

4. The MEC shall operate at all times in compliance with the provisions of Air Force Instruction (AFI) 34-223, except when compliance with AFI 34-223 will cause the MEC to lose its federal tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986. On such occasion, the Board of Directors shall seek guidance from the Office of the Staff Judge Advocate.

5. In accordance with AFI 34-223, the MEC is classified as a Type 3 Private Organization. As such the MEC has no formal connections with or affiliations with any sanctioning organization. The MEC operates on MacDill AFB only with the written permission of the installation commander. Operation on MacDill AFB is contingent on compliance with the requirements and conditions of all applicable Air Force instructions and manuals. The MEC is not a non-appropriated funds instrumentality, nor is it entitled to the privileges and immunities of the federal government.

6. No member, Officer, or Director of the MEC shall be personally liable for the debts or obligations of the MEC of any nature whatsoever, nor shall any of the property of the member, Officer, or Director be subject to the payment of the debts or obligations of the MEC.

#### **ARTICLE VI**

#### **ADVISORY BODY**

The Board of Directors shall invite persons to become Advisors to the MEC. Advisors, as defined in the bylaws, may, and are encouraged to, attend any MEC meeting. Advisors may provide advice to the Board of Directors on matters relating to the carrying out of the MEC's exempt purpose. Advice by the Advisors is not binding on the Board of Directors or the MEC. Advisors cannot vote on any MEC matter. No individual who is a Member, Director or Officer of the MEC may, at the same time, be an Advisor.

#### **ARTICLE VII**

#### **ACTIVITIES**

The management of the affairs of the MEC, including but not limited to, the custodianship of the funds of the MEC and all activities with which the MEC is involved, shall be vested in the Board of Directors, acting through its elected Officers. The Board of Directors may, in its discretion, obtain financial investment, bookkeeping, administrative or such other support from third parties or organizations as the Board deems appropriate.

#### **ARTICLE VIII**

#### **DISSOLUTION**

Upon dissolution of the MEC, 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 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 disposed of shall be disposed of by a Court of Competent Jurisdiction of the court in which the principal office of the MEC is 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 IX**

**BY-LAWS**

The by-laws of this corporation may be made, altered, amended or repealed and new by-laws may be adopted from time-to-time by a majority vote of the Directors of this corporation.

**ARTICLE X**

**INCORPORATORS**

The names and addresses of the incorporators of the MEC are:

<u>Name</u>	<u>Address</u>
RYAN J. PEDIGO	6 MDG; 8415 Bayshore Blvd, MacDill AFB FL 33621

**ARTICLE XI**

**AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles may be amended by resolution adopted by the majority vote of the Directors of this corporation present at any meeting duly called and convened; provided, however, that unless ten days advance notice of the amendment or amendments to be considered at such meeting shall have been given in writing by mail to each Director prior to such meeting, or such notice shall have be waived in writing, these Articles may be amended only by resolution adopted by two-thirds vote of the directors present at such meeting.

**IN WITNESS THEREOF**, I have executed these Articles of Incorporation for the uses and proposes therein expressed this 23<sup>rd</sup> day of October, 1998.

  
\_\_\_\_\_  
RYAN J. PEDIGO

**MACDILL EDUCATION COUNCIL, INC.**

**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

RYAN J. PEDIGO, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 617.0503, Florida Statutes.

DATED this 23<sup>rd</sup> day of October, 1998.

  
\_\_\_\_\_  
RYAN J. PEDIGO

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA