

N9900005436

TRANSMITTAL LETTER

FILED  
99 SEP 11 PM 6:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Company E. 7<sup>th</sup> Florida Infantry Inc  
(Proposed corporate name - must include suffix)

700002979627--6  
-09/07/99-01091-007  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee &  
Certificate of  
Status

<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input checked="" type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate
<b>ADDITIONAL COPY REQUIRED</b>	

FROM: Stephen W. Hunt  
Name (Printed or typed)

235 Kingsley Blvd.  
Address

Auburndale, FL 33823  
City, State & Zip

941-967-1261  
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION  
OF  
COMPANY E, 7<sup>TH</sup>, FLORIDA INFANTRY, INC.

FILED  
99 SEP -7 PM 6:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida these 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 the corporation shall be:

COMPANY E, 7<sup>TH</sup>, FLORIDA INFANTRY, INC.

ARTICLE II

Mailing Address

The mailing address of the corporation shall be:

P. O. Box 1142  
Eagle Lake, FL 33829

ARTICLE III

Purposes

(a) This corporation is organized and shall be managed and operated exclusively for educational and charitable purposes. As means for the accomplishment of the foregoing, it shall be within the purposes of this corporation to establish and maintain educational and charitable activities, to conduct activities that promote awareness of historical events, and to take any other action that, from time to time, shall be deemed expedient to the directors of this corporation and which shall further the

said purposes.

(b) It shall be within the purposes of this corporation to receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for the active conduct of its educational or charitable purposes directly rather than by or through one or more grantee organizations.

(c) No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, any trustee, officer, director or member of this corporation, or to any private individual (except that reasonable compensation may be paid for services rendered to or for this corporation affecting one or more of its purposes), and no trustee, officer, director or member of this corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of this corporation. No part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

(d) Notwithstanding any other provisions of these Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any statute of similar import (the "Code"), or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and regulations issued thereunder.

(e) Upon the dissolution of this corporation or the winding up of its affairs, the assets of this corporation shall be distributed exclusively to charitable or educational organizations that then would qualify for the provisions of Section 501(c)(3) of the Code and the regulations issued thereunder, and no trustee, officer, director or member of this corporation, or private individual shall be entitled to

share in the distribution of any of the corporation's assets.

#### ARTICLE IV

##### Powers

(a) This corporation shall have and exercise all powers necessary or convenient to effect any and all of the educational and charitable purposes for which this corporation is organized.

(b) This corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status:

(1) As a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code; or

(2) As a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

#### ARTICLE V

##### Members

The members of this corporation shall consist of those persons who join as subscribers to these Articles of Incorporation and such other persons as may from time to time be elected and admitted to membership by the Board of Directors of this corporation in accordance with the provisions of the by-laws of this corporation.

#### ARTICLE VI

##### Term of Existence

The term for which this corporation is to exist shall be perpetual.

#### ARTICLE VII

Registered Agent and Registered Office

The initial registered agent of this corporation shall be Stephen W. Hunt and the initial registered office of this corporation shall be 235 Kingsley Blvd., Auburndale, Florida 33823. This corporation shall have the right to change such registered agent and registered office as provided by law.

ARTICLE VIII

Incorporation

The name and address of the incorporator to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Stephen W. Hunt	235 Kingsley Blvd. Auburndale, Florida 33823

ARTICLE IX

Officers and Directors

The affairs of this corporation shall be managed by a Board of Directors who shall be elected by the members of this corporation as provided in the by-laws and by officers who shall be elected by the Board of Directors. The officers thus to be elected shall be those provided for in the by-laws of this corporation. The duties of the respective officers and the manner of filling vacancies in the offices of this corporation shall be as provided in the by-laws.

The number of Directors and the manner of filling vacancies in the Board of Directors shall be provided in the by-laws of this corporation. The number shall not be less than three, but may be any number in excess thereof. A quorum for the transaction of business shall be a majority of the Directors qualified and active, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. Meetings of the Directors may be held within or without the

State of Florida.

## ARTICLE X

### Directors

The names and addresses of the members of the initial Board of Directors, who, subject to these Articles, the by-laws of this corporation and the laws of the State of Florida, shall hold office until their respective successors have been duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Stephen W. Hunt	235 Kingsley Blvd. Auburndale, Florida 33823
Eric Hansen	2260 Crystal Grove Blvd. Lakeland, FL 33812
Doug Westney	235 Kingsley Blvd. Auburndale, Florida 33823

## ARTICLE XI

### By-Laws

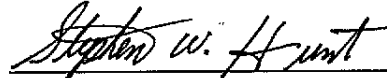
The by-laws of this corporation may be made, altered, amended or repealed, and new by-laws may be adopted from time to time by a majority vote of the Directors of this corporation present at any meeting duly called and convened.

## ARTICLE XII

### 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.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of  
Incorporation for the uses and purposes therein expressed this 27<sup>th</sup> day of ~~February~~ <sup>AUGUST</sup>, 1999.

  
Stephen W. Hunt, Incorporator


COMPANY E, 7<sup>TH</sup>, FLORIDA INFANTRY, INC.

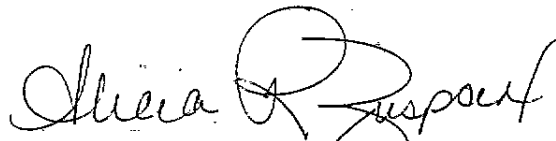
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Stephen W. Hunt, 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 registered agent as prescribed by Sections 617.0501-.0503, Florida Statutes.

DATED this 21<sup>st</sup> day of August, 1999.

  
Stephen W. Hunt

  
8/21/99  
Personally known



Alicia R. Zuspan  
MY COMMISSION # CC601918 EXPIRES  
November 17, 2000  
BONDED THRU TROY FAIN INSURANCE, INC.