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Restated
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MILITARY HERITAGE MUSEUM

FISHERMEN'S VILLAGE • 1200 WEST RETTA ESPLANADE • PUNTA GORDA • FL 33950 • 941-575-9002

HON. SEAN O'KEEFE
HONORARY CHAIRMAN
FORMER NASA ADMINISTRATOR
FORMER SECRETARY OF THE NAVY

KIM LOVEJOY
MSGT, USAF, RETIRED RESERVE
EXECUTIVE DIRECTOR
941-505-9003
KLOVEJOY@FEEDOMISNTFREE.ORG

MUSEUM'S EMAIL ADDRESS
INFO@FEEDOMISNTFREE.ORG

VISIT THE MUSEUM ONLINE:
WWW.FEEDOMISNTFREE.ORG

OFFICERS

MARILYN SMITH-MOONEY
PRESIDENT

PETER F. TAYLOR
VICE PRESIDENT

BLAIR MILLIKEN
SECRETARY

JOSEPH R. SCHORTZ, CPA
TREASURER

TRUSTEES

ROBERT M. DICKINSON
COL, US ARMY, RETIRED

RONALD FREEDMAN

DR. DAVID KLEIN

RUFUS LAZZELL
BG, US ARMY, RETIRED

BOB MELVIN

HENRY REPOSA

GARNETTE SCHOLL

LIONEL SCHUMAN

GEORGE SPEIDELL

CHERYL VANANDE
CDR, USN, RETIRED RESERVE

September 3, 2010

Florida Division of Corporations
PO Box 6327
Tallahassee, FL 32314

To whom it may concern,

Enclosed please find the Museum's Restated Articles of Incorporation and a check for the \$35 filing fee.

Thank you very much.

Sincerely yours,


Kim Lovejoy

Certificate of Restated Articles of Incorporation

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20 SEP -7 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To: Amendment Section
Division of Corporations

Name of Corporation: Military Heritage Museum, Inc., a Florida not-for-profit corporation

The undersigned, MARILYN SMITH-MOONEY, as President of Military Heritage Museum, Inc., a Florida not-for-profit corporation, in accordance with Section 617.1007(3) of the Florida Statutes, hereby certifies as follows:

1. At a duly called meeting of the Board of Directors of Military Heritage Museum, Inc., the attached Restated Articles of Incorporation were duly adopted.
2. There are no voting members of the said corporation, and no membership approval for the Restated Articles of Incorporation is required; hence, the Board of Directors adopted same.

MILITARY HERITAGE MUSEUM, INC.

By: *Marilyn Smith-Mooney*
Marilyn Smith-Mooney, President

State of Florida
County of Charlotte

The foregoing Certificate was acknowledged before me this 21 day of May, 2010 by MARILYN SMITH-MOONEY, as President of Military Heritage Museum, Inc., a Florida not-for-profit corporation, on behalf of the said corporation. She is personally known to me and deposed and said the facts and matters set forth in the foregoing Certificate are true and correct.

Karen Smith
Notary Public

Printed Name of Notary:
Commission Number:
Commission Expires:



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2010 SEP -7 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Restated Articles of Incorporation of
Military Heritage Museum, Inc.**

(A corporation not for profit)

501(c)(3)

The undersigned hereby confirms and certifies that the Board of Directors of Military Heritage Museum, Inc. at a duly called meeting approved the following Restated Articles of Incorporation and that there are no members entitled to vote on same. The undersigned confirms the adoption and approval of the following as the Articles of Incorporation:

ARTICLE I: NAME AND MAILING ADDRESS

The name of this corporation is MILITARY HERITAGE MUSEUM, INC. and its mailing address is 1200 West Retta Esplanade – Unit #48, Punta Gorda, FL 33950.

ARTICLE II: DURATION

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE III: PURPOSES

The purposes for which this corporation is organized are exclusively charitable, scientific and/or educational within the meaning of I.R.C. Section 501(c)(3).

ARTICLE IV: MEMBERSHIP

The membership of this corporation shall consist of those persons as may hereafter be admitted to membership pursuant to the Bylaws of the corporation, however, the members shall have no voting rights.

ARTICLE V: REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office of the corporation shall be 4161 Tamiami Trail – Suite 501, Port Charlotte, Florida 33952. The name of the registered agent of the corporation is Crosland, Joiner, Schortz, Sorah & Co.

ARTICLE VI: INCORPORATOR

The name and residence of the incorporator of these Restated Articles of Incorporation is:

Name	Address
Marilyn Smith-Mooney	654 Andros Court, Punta Gorda, FL 33950

ARTICLE VII: OFFICERS

Section 1. The officers of the corporation shall be a president, a vice-president, a secretary, a treasurer, and such other officers as may be provided in the Bylaws, all of whom shall be elected by the Board of Directors of the corporation at its annual meeting.

Section 2. Officers of this corporation shall also be members of the Board of Directors.

Section 3. The names of the persons who are to serve as officers until the first election under these articles of incorporation are:

Office	Name
President	Marilyn Smith-Mooney
Vice President	Peter F. Taylor
Secretary	Blair Milliken
Treasurer	Joseph R. Schortz, CPA

ARTICLE VIII: BOARD OF DIRECTORS

The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have fifteen (15) initial Directors. The number of Directors may be changed from time to time in accordance with the Bylaws, but shall never be less than five (5) nor more than twenty-one (21).

IX: BYLAWS

The Board of Directors shall adopt such Bylaws for the conduct of its business and the carrying out of its purposes as it may deem necessary, and may from time to time amend, alter, or rescind the same by a simple majority vote of those present at a board meeting called for that purpose, or at a regular board meeting upon notice given, except as otherwise herein provided.

ARTICLE X: AMENDMENTS

These Restated Articles of Incorporation may be amended by a majority vote of all Directors at a duly called and noticed meeting held for that purpose as provided in the Bylaws.

ARTICLE XI: DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making adequate provision for the payment of all of the liabilities of the corporation, distribute all of the remaining assets of the corporation to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable, scientific, and/or educational purposes and which has established its exempt status under I.R.C. Section 501(c)(3), or the corresponding provisions of any prior or future United States Internal Revenue Code. Any corporate assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the corporation is then located, exclusively for said purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes as this corporation is organized.

ARTICLE XII: INDEMNIFICATION

Every officer and director of this corporation shall be indemnified by the corporation against expenses and liabilities, including attorney's fees, reasonably incurred by or imposed on him or her in connection with a proceeding to which he or she is a party or in which he or she is involved because of being or having been a director or officer of this corporation, or a settlement of such proceeding, whether or not he or she is a director or officer at the time the expenses are incurred, unless he or she is adjudged guilty of wilful misfeasance or malfeasance in the performance of his or her duties; but if the settlement is made, the indemnification applies only when the Board of Directors approves the settlement and reimbursement as being in the best interest of the corporation. This indemnification is in addition to and not exclusive of other rights to which the directors or officers are entitled.

ARTICLE XIII: PROHIBITED ACTIVITIES

Section 1: 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 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 of this corporation.

Section 2: No substantial part of the activities of the corporation 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.

Section 3: Other provisions of these articles of incorporation notwithstanding, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under I.R.C. Section 501(c)(3) or by a corporation contributions to which are deductible under I.R.C. Section 170(c)(2) or the corresponding provisions of any future United States Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned, being the President of this corporation hereby executes these Restated Articles of Incorporation this 21 day of May, 2010.

Marilyn Smith-Mooney
Marilyn Smith-Mooney

Signed, Sealed and Delivered in the Presence of:

First Witness Perri Turner

Printed Named of Witness Perri Turner

Second Witness Karen Smith

Printed Named of Witness KAREN SMITH

State of Florida
County of Charlotte

The foregoing instrument was acknowledged before me this 21 day of May, 2010, by MARILYN SMITH-MOONEY, as President of MILITARY HERITAGE MUSEUM, INC., a Florida not-for-profit corporation, on behalf of the corporation. She is personally known to me and did take an oath.

Karen Smith
Notary Public

Printed Name of Notary:
Commission Number:
Commission Expires:



Acceptance of Registered Agent

Having been named as registered agent to accept service of process for the above-named corporation at the place herein designated, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Dated this 20th day of May, 2010

Joseph R. Schortz
Joseph R. Schortz, CPA