

Division of Corporations

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Division of Corporations  
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Account Name : BLALOCK, LANDERS, WALTERS AND VOGLER, P.  
Account Number : 076666003611  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## FLORIDA NON-PROFIT CORPORATION

BEALL'S PAC U.S.A., INC.

Certificate of Status	1
Certified Copy	1
Page Count	06 1
Estimated Charge	\$87.50

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**ARTICLES OF INCORPORATION****OF****BEALL'S PAC U.S.A., INC.****A Not-for-Profit Corporation**FILED  
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TALLAHASSEE, FLORIDA

We, the undersigned, do hereby subscribe our names to these Articles of Incorporation for the purpose of creating a Corporation, not for profit in nature and purpose, in accordance with Chapter 617, Florida Statutes, as now in force or hereafter amended.

**ARTICLE I****NAME, ADDRESS AND INITIAL REGISTERED AGENT AND OFFICE**

The name of this Corporation shall be **BEALL'S PAC U.S.A., INC.** The address of the Corporation's principal place of business is 1806 38<sup>th</sup> Avenue East, Bradenton, Florida 34208 and its mailing address is P. O. Box 25207, Bradenton, Florida 34206-5207. The street address of the initial registered agent is 802 11th Street West, Bradenton, FL 34205, and the name of the initial registered agent is **Blalock, Landers, Walters & Vogler, P.A.**

**ARTICLE II****OBJECTIVES AND PURPOSES**

The corporation is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future U.S. Internal Revenue Law).

The general objectives and purposes of this Corporation shall be:

1. The preservation of the free enterprise system and the support of retail interests nationally; supporting issues or candidates for federal offices; the education of the public about issues affecting our community; encouraging well-qualified individuals who utilize principles of responsible free enterprise to meet the needs for sound growth and development in our community; stimulating a more active and effective

Prepared by:  
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CATEMPARTICLES OF INCORPORATION OF BEALL'S PAC U.S.A.DOC  
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role of the citizenry in government affairs; raising funds and providing support to candidates, without regard to party affiliations; and performing any and all acts within the limits of the applicable state or federal law, which may be appropriate, necessary, or desirable to attain these stated objectives.

2. To establish and publish rules and regulations governing:
  1. The qualification of its members.
  2. The admission and expulsion of its members.
  3. The amount of membership and other fees, if any.
  4. To establish and adopt the publication of By-laws.
  5. The adoption of the corporate seal.
3. To enter into contractual agreements, including but not limited to the lease, purchase and sale of any and all kinds of real and personal property which may be necessary or appropriated for any of the foregoing objectives and purposes and enter into agreements with persons or agents for the provision of professional services relating to the foregoing objectives and purposes.
4. To borrow money and mortgage, pledge, encumber, or otherwise hypothecate assets of the Corporation as security therefor.
5. To employ the foregoing general purposes and objectives as guidelines, which are not to be construed as limitations. Said purposes may from time to time be changed through lawful procedures as directed by a vote of the Corporation's members in accordance with its published or adopted Bylaws. This Corporation shall also have all other common law and statutory powers as are provided by the laws of the State of Florida under which this Corporation as a Corporation is organized.
6. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or 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 corresponding section of any future Federal tax code).

### ARTICLE III

#### QUALIFICATION OF MEMBERS

The qualification of members and manner of admission to membership of the Corporation shall be as provided for in the Bylaws.

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**ARTICLE IV****TERM OF EXISTENCE**

Pursuant to the provisions of Section 617.0123, Florida Statutes, this Corporation shall begin existence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. This Corporation shall have perpetual existence or as determined earlier by the laws of the State of Florida, or by the vote of its membership as provided in the Bylaws of this Corporation.

**ARTICLE V****NAME AND ADDRESS OF INCORPORATOR**

Clifford L. Walters, Esquire, 802 11<sup>th</sup> Street West, Bradenton, Florida 34205

**ARTICLE VI****DIRECTORS OF THE CORPORATION**

The affairs of the Corporation shall be managed by its Officers and Board of Directors. The Officers of this Corporation shall be as follows: President, Vice-President, Secretary, Treasurer, and such other officers with such other duties and tenures as set forth and provided by the By-laws of the Corporation.

The Board of Directors shall consist of at least three (3) Directors who shall be elected and hold office in accordance with the provisions of the Bylaws.

**ARTICLE VII****NAMES OF INITIAL BOARD OF DIRECTORS AND OFFICERS****A. Directors:**

Robert M. Beall, II - Class A  
Clifford L. Walters - Class A  
Stephen Knopik - Class A  
Patricia Johnson - Class A

**B. Officers:**

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Robert M. Beall, II, President, 1806 38<sup>th</sup> Avenue East, Bradenton, FL 34208

Clifford L. Walters, Vice-President, 802 11<sup>th</sup> Street West, Bradenton, FL 34205

Stephen Knopik, Treasurer, 1806 38<sup>th</sup> Avenue East, Bradenton, FL 34208

Patricia Johnson, Secretary, 1806 38<sup>th</sup> Avenue East, Bradenton, FL 34208

### ARTICLE VIII

#### AMENDMENT OF THE ARTICLES OF INCORPORATION

1. The Articles of Incorporation may be altered, amended or repealed in whole or in part by the majority vote of all members of the Board of Directors of the Corporation at any duly-called and noticed regular or special meeting. Any Amendments of the Articles of Incorporation, upon the approval by the Secretary of State of Florida and upon filing in the office the said Secretary of State of Florida and upon filing in the office of the said Secretary of State and paying all required filing fees, shall become and be taken as part of these Articles of Incorporation.
2. Notwithstanding the foregoing Section A, the membership, officers or Directors of the Corporation shall not cause any amendment or alteration of the Articles of Incorporation or Bylaws to be made which would alter the intention and purposes expressed in Article II or which would conflict with the provisions of Articles IX and X of these Articles of Incorporation.

### ARTICLE IX

#### RESTRICTIONS

Notwithstanding any other Article of these Articles of Incorporation, the Corporation:

- A. Shall distribute its income, if any, for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code (or corresponding section of any future Federal tax code).
- B. Will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code (or corresponding section of any future Federal tax code).
- C. Will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

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- D. Will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code (or corresponding section of any future Federal tax code).
- E. Will not make any expenditures as defined in Section 4945(d) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

The Corporation is a not-for-profit corporation. No part of the net earnings of this 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 Section 501(c)(3) purposes.

Notwithstanding any other provision of these articles, the Corporation 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 (or 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 corresponding section of any future Federal tax code).

Under the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, or corresponding section of any future Federal tax code, or shall be distributed to the Federal government, or to a state or local government for a public purpose.

#### ARTICLE X

#### DISSOLUTION

In the event the Corporation is dissolved by either voluntary or involuntary means, all assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific (or corresponding section of any future Federal tax code), or shall be distributed to the Federal government, or to a state or local government for public purpose. The determination required hereby shall be made by the Corporation's Board of Directors in their sole discretion, applying the guidelines set forth herein.

  
Clifford L. Walters  
Incorporator

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to

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comply with the provisions of all Florida Statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

**BLALOCK, LANDERS, WALTERS &  
VOGLER, P.A., Registered Agent**

By: 

Clifford L. Walters





Its: President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**STATEMENT OF SOLE INCORPORATOR**  
**OF**  
**BEALL'S PAC U.S.A., INC.**  
**A NOT-FOR-PROFIT CORPORATION**

The certificate of incorporation of this Corporation and appointment of the undersigned as statutory agent for service of process having been filed in the office of the Secretary of State of the State of Florida, the undersigned, being the sole incorporator named in said certificate, does hereby state that the following actions were taken on this day for the purpose of organizing this Corporation under the Not-for-Profit Corporation Act of the State of Florida.

The following persons were elected as directors to hold office until the first annual meeting of members or until their respective successors are elected and qualified:

  
Robert M. Beall, II  
  
Clifford L. Walters  
  
Stephen Knopik  
  
Patricia Johnson

Dated: August 21, 2003.

  
Clifford L. Walters, Sole Incorporator