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# FLORIDA PROFIT/NON PROFIT CORPORATION

By Memorial Day, Inc.

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# ARTICLES OF INCORPORATION OF BY MEMORIAL DAY, INC.

(A Florida Not-for-Profit Corporation in Compliance with Chapter 617, F.S.)

## **ARTICLE I - NAME**

The name of the Corporation shall be BY MEMORIAL DAY, INC.

### ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is 14821 Canaan Drive, Fort Myers, FL 33908.

#### **ARTICLE III - PURPOSE**

This corporation is organized exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code. The Corporation is also organized for the purposes of making contributions or donations to other 501(c)(3) organizations within the meaning of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code.

#### <u> ARTICLE IV – OFFICERS AND DIRECTORS/MANNER OF ELECTION</u>

The Corporation shall have Officers consisting of at least a President and Secretary, and a Board of Directors consisting of not less than three (3) members. All Directors shall serve without compensation.

The current sitting Board of Directors shall nominate and elect new Officers and Board Members to replace Officers and Board Members whose terms expire. Board Members may be re-elected without limitation. Each Officer and Director shall hold office until his or her successor shall be elected and qualified. Nominations and elections may take place during any regularly scheduled meeting of the Board of Directors at which a quorum is present.

#### ARTICLE V - INITIAL OFFICERS AND/OR DIRECTORS

		· <del></del>	
Name and Title: Title: Address:	Robert Trac Zipperer President/Director 14821 Canaan Drive	Name and Title: Title: Address:	Rhoda Zipperer Secretary/Director 14821 Canaan Drive
	Fort Myers, FL 33908		Fort Myers, FL 33908
Name and Title: Title: Address:	Terrance J. Ackley Director 14810 Caleb Drive		DEC 13
Addless.	Fort Myers, FL 33908		AHII:
			S: X

#### ARTICLE VI - DISTRIBUTION OF EARNINGS

No part of the net earnings of the Corporation shall inure to the benefit, or be distributable to its members, trustees, 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 above. 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 or in opposition to any candidate for public office. 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 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.

#### **ARTICLE VII - DISSOLUTION**

Upon the dissolution of the Corporation, 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 federal 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then 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 VIII - REGISTERED AGENT**

The name and Florida street address of the Registered Agent is:

Robert Trae Zipperer 14821 Canaan Drive Fort Myers, Florida 33908

#### <u>ARTICLE IX – INCORPORATOR</u>

The name and address of the incorporator of the Corporation is as follows:

Robert Trae Zipperer 14821 Canaan Drive Fort Myers, Florida 33908

#### ARTICLE X - EFFECTIVE DATE

Effective date, if other than the date of filing: December 10, 2019.

	signated in this certificate, I	cept service of process for the above-stated am familiar with and accept the appointment
		17/12/2019 Date
Robert Trae Zipperer, Regis	tered Agent	Date
	document to the Departmen	d herein are true. I am aware that any false nt of State constitutes a third degree felony as
		12/12/2019 Date
Robert Trae Zipperer, Incorp	porator	Date
Zipperer, as Incorporator,	as identificati	cember
(SEAL) Comm. Exp. Date: Comm. Number:		19 DEC 13 AM II: 2