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March 29, 2017

New Filing Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: MOPHSF Holdings, LLC

Dear Sir or Madam:

Enclosed for filing please find the Articles of Organization of MOPHSF Holdings, LLC. Also enclosed is a check in the amount of \$155 for the filing fee and one certified copy of the filed Articles. A postpaid envelope is enclosed for your convenience in mailing the certified copy.

For purposes of future correspondence and notifications regarding annual filings, please contact the entity's registered agent:

Mary Lou Keener  
6 Jasmine Drive  
Palm Coast, FL 32137  
Email: [KeenerML2@aol.com](mailto:KeenerML2@aol.com)

Should you have any questions, or require further information, please advise.

Very truly yours,

Carol T. Garner  
Paralegal

Enclosures  
cc: Wade Hauser

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION  
OF  
MOPHSF HOLDINGS, LLC

The undersigned, being of full age and for the purpose of forming a limited liability company under Florida Statutes Chapter 605, does hereby adopt the following articles of organization:

ARTICLE I

Name

The name of this limited liability company is MOPHSF Holdings, LLC (the "Company").

ARTICLE II

Principal Office

The street address of the Company's principal office is 7008 Little River Turnpike, Suite D, Annandale, Virginia 22003. The mailing address of the Company's principal office is 7008 Little River Turnpike, Suite D, P.O. Box 49, Annandale, Virginia 22003.

ARTICLE III

Registered Agent and Registered Office

The Company's registered agent is MARY LYN KEEVER. The initial street address of the Company's registered agent and registered office is:

6 JASMINE DR.  
PRIM CONST., FL 32137  
\_\_\_\_\_  
\_\_\_\_\_

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Florida Statutes Chapter 605.

Mary Lyn Keever  
Registered Agent's Signature

## **ARTICLE IV**

### **Member**

The sole member of the Company shall be Military Order of the Purple Heart Service Foundation, Inc., a Florida not-for-profit corporation and an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The Company may pay dividends, make distributions and pay other pecuniary remuneration to its member so long as such member is an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and any successor thereto, (the "Code").

## **ARTICLE V**

### **Manager-Managed**

The Company is a manager-managed limited liability company.

## **ARTICLE VI**

### **Purpose**

The Company is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Code. Within the limitations established by the preceding sentence, the Company is organized and shall be operated exclusively for the benefit of, to perform the functions of, and to carry out the purposes of its member, so long as its member is recognized as an organization described in Section 501(c)(3) of the Code, including by holding title to trademarks, trade names, and trade dress that its member has or may acquire in the future and doing any and all other acts and exercising any and all other rights and powers which may be reasonably necessary, incidental, desirable or expedient in the accomplishment of such purposes.

## **ARTICLE VII**

### **Restrictions**

Notwithstanding any other provisions of these Articles of Organization, the restrictions in this Article VII shall govern the activities of the Company. The Company shall not engage in any activity which may not be carried on by an organization which is exempt from federal income taxation under Code Section 501(a) by virtue of being described in Section 501(c)(3) of the Code.

The Company shall not directly or indirectly afford pecuniary gain, dividends or other pecuniary remuneration, incidentally or otherwise, to its governors or managers, and no part of the net earnings of the Company shall inure directly or indirectly to the benefit of any private individual, except that the Company shall be authorized and empowered to pay reasonable

compensation for services rendered and goods received, to provide indemnification and pay premiums for insurance protection without reimbursement to the full extent permitted or required by applicable law, and to make payments and distributions in furtherance of the purposes set forth in Article VI of these Articles.

The Company shall not, as a substantial part of its activities, attempt to influence legislation by propaganda or otherwise. The company shall neither directly nor indirectly participate in or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office, whether by the publishing or distributing of statements or otherwise.

#### **ARTICLE VIII**

##### **Transfer of Company Interests**

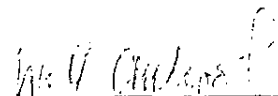
The member of the Company may not transfer or assign any interest in the Company, nor may the Company admit additional members, unless permitted by the Operating Agreement and such action would not jeopardize the Company's status as an organized described in Section 501(c)(3) of the Code.

#### **ARTICLE IX**

##### **Dissolution**

Upon dissolution of the Company, the Company shall distribute the remaining assets of the Company to its member; provided that if the member is not an organization described in Code Section 501(c)(3) at the time of the distribution, then the Managers of the Company shall distribute such assets for any purpose or purposes specified in Code Section 501(c)(3); or to the Federal government, or to a State or local government, for an exclusively public purpose; or as directed by a court of the State of Florida to another organization, or organizations, to be used in such manner as in the judgment of the court will best accomplish the general purposes for which the Company was organized.

Dated: February 3, 2017.

  
\_\_\_\_\_  
William A. Wroolie  
Chairman of the Board of Directors  
Military Order of the Purple Heart Service  
Foundation, Inc.