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FLORIDA LIMITED LIABILITY CO.  
VETERANS MUSEUM, LLC

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**ARTICLES OF ORGANIZATION  
FOR  
VETERANS MUSEUM, LLC,  
a Florida Limited Liability Company**

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

**ARTICLE I.  
NAME**

The name of the limited liability company is **Veterans Museum, LLC** (the "Company").

**ARTICLE II.  
PURPOSE**

The purpose of the Company is to establish and operate a museum to honor United States military veterans and their families, whose service, commitments and sacrifices have defended freedom around the world, by recognizing and sharing their individual stories. Special focus will be on those who have served, lived or had relatives in Northeastern Florida and Southeastern Georgia. The Company will have full power and authority to do all things necessary, proper or incidental to accomplishing this purpose.

**ARTICLE III.  
SOLE MEMBER**

Jacksonville Historic Naval Ship Association, Inc. ("JHNSA"), a Florida not-for-profit corporation qualified as an exempt organization under section 501(c)(3) of the Internal Revenue Code, shall be the sole member of the Company. JHNSA shall have the power and authority to elect and remove the members of the Company's Board of Managers, who shall serve as the manager of the Company.

**ARTICLE IV.  
ORGANIZATION FOR EXCLUSIVELY CHARITABLE PURPOSES**

The Company is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

No part of the net earnings of the Company shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Company 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 II hereof. No substantial part of the activities of the Company shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Company 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

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of these Articles, the Company shall not carry on any other activities not permitted to be carried on (a) by a company 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 company, 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.

Upon the dissolution of the Company, 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 Company 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 V. MANAGER MANAGED BY BOARD OF MANAGERS**

The Company shall be manager managed. The manager of the Company shall be a Board of Managers, the members of which shall be elected and removed from time to time by JH&SA. The initial members of the Company's Board of Managers shall be:

William H. Harrell  
Lad A. Daniels  
William C. Warner

#### **ARTICLE VI. ADDRESS**

The mailing address and street address of the principal office of the Company is 6740 Epping Forest Way N, #116, Jacksonville, FL 32217.

#### **ARTICLE VII. DURATION**

The period of duration for the Company shall be perpetual, unless terminated in accordance with the Company's Operating Agreement.

#### **ARTICLE VIII. INITIAL REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent of the Company are William H. Harrell, 6740 Epping Forest Way N, #116, Jacksonville, FL 32217.

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**ARTICLE IX.  
OPERATING AGREEMENT**

The power to adopt the Operating Agreement of the Company shall be vested in JHNSA as the sole member of the Company. The power to alter, amend, or repeal the Operating Agreement of the Company shall be exercised by JHNSA as the sole member of the Company according to the terms thereof.

Dated this 6<sup>th</sup> day of November, 2022.

*William H. Harrell*

William H. Harrell, Authorized Representative

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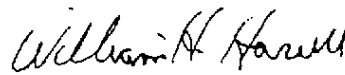
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**ACCEPTANCE OF APPOINTMENT  
BY INITIAL REGISTERED AGENT**

**THE UNDERSIGNED**, having been named in Article VIII of the foregoing Articles of Organization for **Veterans Museum, LLC** as initial registered agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 605.0113, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as registered agent of the limited liability company.

DATED, this 6<sup>th</sup> day of November, 2022.

**REGISTERED AGENT:**



\_\_\_\_\_  
WILLIAM H. HARRELL

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