

N000000001287

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: FLORIDA WAR MUSEUM FOUNDATION, INC.
(Proposed corporate name - must include suffix)

800003150308--1
-02/28/00--01127--018
*****78.75 *****78.75

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Dwight G. Angel, Reg. Agent
Name (Printed or typed)

4659 Autumn Woods Way
Address

Tallahassee, Florida 32303
City, State & Zip

850-410-8671 (W)
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 FEB 28 PM 3:16

APPROVED
AND
FILED

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 FEB 28 PM 2:58

RECEIVED

NOTE: Please provide the original and one copy of the articles.

Will wait

02-28-00
T.B.

APPROVED
AND
FILED

ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S.
(Not for Profit)

00 FEB 28 PM 3:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles for the incorporation of:

**FLORIDA WAR MUSEUM
FOUNDATION, INC.**

ARTICLE I CORPORATE NAME

The name of this corporation shall be: Florida War Museum Foundation Inc.

ARTICLE II PRINCIPAL OFFICE

The principal office shall be located at 4659 Autumn Woods Way, Leon County, Tallahassee, Florida, 32303, until such time as the permanent director may elect to move the office, effected by official notice to the Secretary of State, Division of Corporations, Tallahassee, Florida.

ARTICLE III PURPOSE

Whereas it is recognized that many historical war sites and artifacts of historical education benefit are being lost, because of the growth and expansion of populations and inasmuch as many artifacts of historical importance remain under the private ownership and control of individuals, generally held without public benefit, and / or public display, as artifacts of historical educational benefit and exposure to the general public, it is the purpose of this corporation to engage in these purpose (s);

PRIORITY PURPOSE (S):

- 1) The primary purpose of this corporation shall be to obtain real estate and / or obtain real estate with a building on which to build and / or create a war museum.
- 2) The secondary purpose of this corporation shall be to house war museum artifacts and / or exhibits.

- 3) The third priority of this corporation shall be to solicit artifact loans to the corporation which shall serve to fulfill the museum exhibits and be of historical educational benefit and / or purchase artifacts of war to exhibit.
- 4) The fourth priority of this corporation shall be to solicit contributions, funds and members, to support the operation of a war museum and the corporation generally.

GENERAL PURPOSES:

- 1) This corporation shall serve as a collector and depository of historical information, records, images and documents related to the life and experiences of the American fighting men and war history generally.
- 2) This corporation shall engage in research, writing and publication of articles, books and material which supports public historical education.
- 3) This corporation shall engage in historical site identification, research and validation.
- 4) This corporation shall engage in historical excavations, screening and sifting, to recover items of historical importance at sites and take appropriate action to preserve such artifacts.
- 5) This corporation shall support historical preservation efforts deem appropriate by the permanent director.
- 6) Funds may be expended to support historical preservations efforts, site preservations, artifact restorations and activities generally related to historical preservation.

ARTICLE IV FORM OF CORPORATION

This shall be a NONPROFIT corporation.

ARTICLE V DIRECTORS; Positions and Powers

There shall be a total of three directors of this corporation.

PERMANENT DIRECTOR:

One position shall consist of the founder of this corporation, the director position of which shall be filled by the founder or an inherit ant to the founder. This director shall full decisive authority in any decisions affecting the corporation. This director position shall not be subject to filling by election but may be filled only by inheritance.

The director in this position shall likewise serve as the President and Official Curator and such directors signature alone shall be sufficient to create contracts and bind the corporation in all matters, deemed suitable and appropriate to fulfill the purpose (s) of this corporation. This position shall be referred to as the "permanent director".

The permanent director shall be reimbursed for his expenses and labor which is performed in behalf of the corporation. When funds exist, the permanent director shall be reimbursed for actual expenses, upon presentation to the corporation of a receipt of such expenses, and labor shall be reimbursed at the rate of ten dollars (\$10.00) per hour.

The deferment in payment for expenses and labor performance until funds are existent shall in no way reduce the debt of the corporation to the permanent director for services rendered. The permanent director shall be considered an employee of this corporation.

DIRECTOR ELECTED AT LARGE / ELECTED DIRECTOR FROM GENERAL MEMBERS:

One director position shall be elected at large, from the general membership of the corporation and this director shall serve for a term of three (3) years from the date of election and / or until such time as a successor shall qualify and become elected. Absence of a director having been qualified, elected and filling this position shall not limit or impact the ability of the corporation to carry out its purpose. This director shall serve as an advisor to the permanent director but shall not be a voting member of the board of directors. This position shall be referred to as an (ELECTED ADVISOR DIRECTOR).

DIRECTOR APPOINTED BY THE PERMANENT DIRECTOR FROM HONORARY MEMBERS:

One director (APPOINTED ADVISOR DIRECTOR) position shall be appointed by the permanent director.

POWERS OF THE APPOINTED ADVISOR AND ELECTED ADVISOR DIRECTOR (S):

The elected advisor director and the appointed advisor director shall have the power to advise the permanent director regarding issues which come before the board of directors, but the elected director and the appointed director shall **NOT** have decision making, approval or disapproval power over the affairs of the corporation.

The permanent director shall have full and binding power to control the affairs of this corporation and direct the corporation's activities aimed in carrying out the purpose (s) of this corporation. The decision (s) of the permanent director in the direction of this corporation shall be fully binding and non-revokable. The permanent director shall appoint the appointed director whom shall serve at the term and pleasure of the permanent director.

ARTICLE VI MEMBERSHIP CLASSES AND DUES

Forms of membership;

Corporate Members, annual membership dues.....\$100.00 annually

Supporting Member, annual membership dues.....\$ 50.00 annually.

General Member, annual membership dues.....\$ 25.00 annually.

Associate Member, annual membership dues.....\$ 15.00 annually.

Honorary Member, annual membership dues.....\$ Exempt

Membership due (s) and / or proceed (s), may be used to pay costs of operation in behalf of the corporation, including purchase and / or rent for the operation of a museum (s) , payment of employee salaries, reimbursement of employee expenses directly necessary to the purposes of the corporation and the purchase of property and / or artifacts for a museum.

There are no stockholders in this corporation.

This is a nonprofit corporation.

MEMBERSHIP BENEFITS AND POWERS:

This corporation may elect to charge admission to an exhibit and / or museum operated by the corporation and in such cases any of the classes of membership in the corporation, shall be exempted from any such admission fees which may be imposed, upon presentation of a valid membership card.

This corporation may elect to charge a fee for the authentication, curation, and / appraisal of historic artifacts. Such fee (s) shall not apply to any active member whom shall enjoy artifact and or item authentication, curation, and / or appraisal, not to exceed two such services annually, none cumulative, if not used annually.

Appraisal, preservation, and / or restoration of artifacts, not property of the corporation, shall be performed at a fee. The fee shall not be waived and shall constitute a source of funding for this corporation, except when provided to and / or for any government entity and / or nonprofit museum, based totally upon the decision of the permanent director, to provide such a service.

No other benefits or powers shall be bestowed upon the members and / or membership, with the single exception of all members, having one vote toward the election of the "ELECTED ADVISOR DIRECTOR".

Membership in any class, shall NOT entitle any person, firm and / or corporation, to any form of ownership whatsoever, in any property of the corporation, and in event of disillusionment of this corporation, no member shall be entitled to any distribution of assets or property, and after the corporation has paid all debts and obligations, any remaining balance of funds and / or cash moneys, shall be paid to the Museum of Florida History, as a donation, and in such cases shall constitute full and satisfactory settlement of the corporation's properties.

ARTICLE VII CORPORATION PROPERTY

The permanent director shall have full powers of this corporation to acquire real estate, buildings and property, based upon his signature alone, being fully sufficient to represent and bind this corporation.

Artifact (s) and / or property donations to this corporation and / or museum shall be evidenced by a written receipt, which shall be provided to the donator and such donations shall be entered onto the books of this corporation, together with the donator's and corporation's agreed upon, statement of value, entered as corporation property and thus considered as purchase price, in any transfer of such items, as may be deemed appropriate by the permanent director.

Inasmuch as it is a purpose of this corporation to acquire, assemble, collect, and exhibit artifacts of war and / or property, to benefit the purposes of the corporation, which provide an insight into American cultural history, this corporation shall be empowered by this article to acquire, barter, buy, sell, trade, and dispose of artifacts of war and / or property, as is deemed appropriate and suitable, to the purpose of building a museum collection of war artifacts, and / or the purpose (s) of this corporation, provided that in any disposal of corporate owned artifacts and / or property, either by sell or trade, no artifact and / or property, shall be disposed of, at no less than, and / or no greater than, the price originally paid for the item by the corporation.

Furthermore it shall be incumbent upon the permanent director to warranty, that in any disposal, by either barter, sell, and / or trade, that the corporation did and / or has received in either labor and / or services and / or in tangible item (s) and / or artifact value, that equal to, but not exceeding, the amount originally expended for any item.

It is not the purpose of this corporation to produce a profit. It is the purpose of this corporation to build an artifact collection for public exhibition and benefit, as an historical education resource.

Any acquisition and / or disposal of artifacts and / or property, must be approved by the permanent director. Acquisition and / or disposal may be by public and / or private methods, however the official records of this corporation must bear witness, that the corporation received the original purchase price of any property disposed of, either by public and / or private methods.

Nothing within this article shall impose any limit or conditions, upon the disposal of corporate property, neither specify or limit who may purchase the property, other than the requirement that the sale and / or disposal price shall in all cases, equal that paid for the property by this corporation, no less than, no greater than, the original purchase price.

In event of intent by the permanent director, to effect disillusionment of this corporation, the permanent director shall have authority to authorize the disposal of any and / or all corporate owned property, at the price and / or value originally paid to obtain the property and after all debts, employee salaries and obligations have been paid in full, any remaining balance shall be donated to the Museum of Florida History.

Any decision to obtain and / or dispose of corporate property, shall be determined exclusively by the permanent director, based upon available capital and the totality of considerations, both financially and decisions of feasibility of operations, and the permanent directors decision shall be fully enforceable and non-revokable.

ARTICLE VIII INITIAL DIRECTORS / OFFICERS

PERMANENT DIRECTOR POSITION:

The founder of this corporation shall serve as the permanent director and shall be replaced as the permanent director only by an inherit ant upon his expiration. The permanent director is;

Dwight Gregory Angel
4659 Autumn Woods Way
Tallahassee, Florida 32303

Kimberly Jean Angel
Charles T. Angel

ELECTED ADVISOR DIRECTOR FROM GENERAL MEMBERSHIP:

The director position to be elected from general membership, is vacant at the time of filling these articles.

APPOINTED ADVISOR DIRECTOR:

The director position to be appointed from honorary membership is vacant at the time of filling these articles.

ARTICLE IX INITIAL REGISTERED AGENT AND STREET ADDRESS

The initial registered agent and street address is;

Dwight Gregory Angel
4659 Autumn Woods Way
Tallahassee, Florida 32303

ARTICLE X INCORPORATOR

The incorporator of this corporation is;

Dwight Gregory Angel
4659 Autumn Woods Way
Tallahassee, Florida 32303

ARTICLE XI CORPORATE EXISTENCE

The life of this corporation shall become effective, the date of filing the Articles of Incorporation in the Office of the Secretary of State, Division of Corporations. The life of this corporation shall be perpetual. Disillusionment of the corporation, shall require the written approval of the permanent director. Only the permanent director may authorize corporate action to dissolve this corporation.

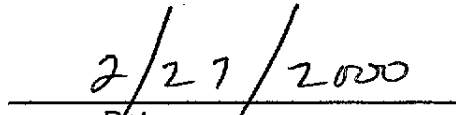
ARTICLE XII ARTICLES NOT SUBJECT TO CHANGE OR REVISION EXCEPT BY AUTHORITY OF PERMANENT DIRECTOR

It is the intention of the original incorporator, of these articles of incorporation, that the articles, individually and jointly, shall not be, subject to change and / or revision except by written authorization, issued solely by the permanent director.

ACKNOWLEDGMENT OF ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above named corporation 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.


Signature/Registered Agent


Date

Registered Agent Address:
4659 Autumn Woods Way
Tallahassee, Florida 32303

CERTIFICATION OF INCORPORATOR

WHEREAS, I am an original incorporator of and to these articles of incorporation, I have affixed my signature hereon:

Dwight S. Angel
Signature/Incorporator

2/27/2000
Date

Incorporator Address:
4659 Autumn Woods Way
Tallahassee, Florida 32303