

NO1000000052

Law Offices of
A. HAMILTON COOKE, P.A.
SUITE 2254, RIVERPLACE TOWER
1301 RIVERPLACE BOULEVARD
JACKSONVILLE, FLORIDA 32207-9036

A. HAMILTON COOKE
BOARD CERTIFIED WILLS,
TRUSTS, AND ESTATES LAWYER

JOSEPH CLAY MEUX, JR.

TELEPHONE
(904) 396-5101

FACSIMILE
(904) 399-1030

December 22, 2000

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399

Re: Jacksonville Semper Fidelis Society, Inc., a Florida not for profit corporation

Gentlemen:

Enclosed for filing is the original Articles of Incorporation of Jacksonville Semper Fidelis Society, Inc. Also enclosed is an extra copy of the signed Articles for the purpose of certification.

Finally, I enclose my check in the amount of \$78.75 in payment of the filing fee of \$35.00, the Registered Agent Designation fee of \$35.00, and the cost of a certified copy of the Articles of \$8.75.

Please return the certified copy to me at your earliest convenience.

Thank you for your assistance.

Sincerely yours,


A. Hamilton Cooke

AHC/mj

Enclosures

cc: Lt. Col. Robert P. Adelhelm, USMC Ret.
(CorpDocs:SemperFidelis-SecStateFileLtr)

700003513887--7
-12/27/00--01028--005
*****78.75 *****78.75

FILED
00 DEC 26 AM 10:10
TALLAHASSEE, FLORIDA
SEC. STATE FILE

J. Burch
JAN - 3 2001

FILED

00 DEC 26 AM 10:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
JACKSONVILLE SEMPER FIDELIS SOCIETY, INC.**

(a Florida corporation not for profit)

The undersigned being desirous of forming a corporation not for profit under the provisions of Florida Statutes, Chapter 617, and in accordance with all pertinent laws of the State of Florida, do hereby subscribe and adopt the following Articles of Incorporation for such corporation:

ARTICLE I

Name and Address

The name of this corporation is: **JACKSONVILLE SEMPER FIDELIS SOCIETY, INC.** The initial principal address of the corporation is 241 Atlantic Boulevard, Suite 5B, Neptune Beach, Florida 32266.

ARTICLE II

Duration

The period of duration of this corporation is perpetual, unless dissolved according to law. Corporate existence shall commence upon the filing of these Articles of Incorporation with the Secretary of State of Florida.

ARTICLE III

Purposes

The general nature of the objects and purposes of this corporation are as follows:

1. To foster an atmosphere of friendship and cooperation and establish a network of individuals and sponsors who will assist in sponsoring leadership awards at local educational institutions to encourage adherence to Marine Corps values.

2. To mentor and provide guidance to individuals interested in service with the Marine Corps.

3. To provide assistance to active and former Marines with administrative issues associated with their veterans benefits as a result of their service with the Marine Corps.

4. To provide a network of individuals and sponsors to assist active duty Marines transitioning into civilian life.

This corporation is organized and will operate exclusively for exempt purposes. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, any member, officer or director of this corporation or other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes). No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. No part of this corporation's activities shall consist of providing commercial type insurance.

Notwithstanding any other provision of these Articles, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on (a) by an organization exempt from federal income tax under Section 501(c)(19) of the Internal Revenue Code of 1986 (the Code) (or the corresponding provision of any future United

States Internal Revenue Law) or (b) by an organization contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV

Powers

This corporation shall have all powers provided for corporations not for profit by Florida Statutes, Chapter 617, or corresponding provisions of any subsequent statute, and all the powers of any other statute or law which do not in any way adversely affect the corporation's status as a corporation not for profit under Florida Statutes, Chapter 617.

ARTICLE V

Members

The initial members of this corporation shall be the officers and members of the Board of Directors of this corporation, as well as any other person who is willing to serve and is accepted by the Board of Directors and officers, on a volunteer basis, to further the purposes of this corporation. The specific qualifications for additional members and the manner of their admission shall be regulated by the Bylaws of this corporation.

ARTICLE VI

Registered Office and Registered Agent

The initial registered office of the corporation is 241 Atlantic Boulevard, Suite 5B, Neptune Beach, Florida 32266, and the name of its initial registered agent at such address is Heywood A. Dowling.

ARTICLE VII

Directors

This corporation shall have five (5) directors initially. The number of directors may be increased or diminished from time to time as provided in the Bylaws but shall never be less than three (3). The names and addresses of the persons who are to serve as the initial directors are:

Lt. Col. Robert P. Adelhelm, USMC Ret.
4932 Wild Heron Way
Jacksonville, FL 32225

Heywood A. Dowling
113 4th Street
Atlantic Beach, FL 32233

Paul D. McLaughlin
735 Selva Lake Circle
Atlantic Beach, FL 32233

Sharon Leahy
12775 Turle Lake Lane
Jacksonville, FL 32246

Lt. Col. Greg Horstman, USMC Ret.
8581 Turkey Oaks Drive South
Jacksonville, FL 32277

ARTICLE VIII

Non-Stock Basis

This corporation is organized upon a non-stock basis.

ARTICLE IX

Incorporator

The name and address of the incorporator of these Articles of Incorporation are:

Robert P. Adelhelm
4942 Wild Heron Way
Jacksonville, FL 32225

ARTICLE X

Officers

There shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer, who will manage the affairs of the corporation, as well as such other officers as may be prescribed from time to time in the Bylaws. The officers shall be elected at the annual meeting of the corporation and shall serve until their successors are elected and qualified. The officers shall serve such terms and perform such duties as may be prescribed from time to time in the Bylaws. The following persons shall constitute the initial officers of the corporation to serve until their successors have been elected and qualified:

President	-	Lt. Col. Robert P. Adelhelm, USMC Ret.
Vice President	-	Heywood A. Dowling
Vice President - Operations/Membership	-	Paul D. McLaughlin
Vice President - Public Affairs	-	Sharon Leahy
Secretary/Treasurer	-	Lt. Col. Greg Horstman, USMC Ret.

ARTICLE XI

Bylaws

The Board of Directors of this corporation shall adopt Bylaws not inconsistent with these Articles of Incorporation for the conduct of the corporation's business and the carrying out of its purposes. The Bylaws may be amended, altered or rescinded in whole or in part, from time to time, by a two-thirds (2/3) vote of the members of the Board of Directors present at a meeting at which a quorum is present; provided, however, that if the meeting is other than the annual meeting of the Board of Directors, ten (10) days' notice

in writing of the time, place and purpose of such meeting shall be given to each Director unless such notice shall be waived in writing; provided further, that any changes in the Bylaws approved by the Board of Directors shall subsequently be affirmed by a majority vote of the members of the corporation present at the next duly noticed meeting of the members of the corporation.

ARTICLE XII

Dissolution

Upon the dissolution of this corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of this corporation, dispose of all of the assets of this corporation exclusively for the purposes of this organization in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) or 501(c)(19) of the Code and to which contributions are then deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court in and for the Judicial Circuit in which the principal office of this 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 XIII

Amendments to Articles of Incorporation

These Articles of Incorporation may be amended from time to time as provided by the laws of Florida applicable to corporations not for profit. In the event there shall be no specific provision, or inadequate provisions, for such amendment under Florida law at the time of such intended amendment, then the manner of amendment shall be that manner of amendment provided under Florida Statutes §617.017, to the extent this Statute does not conflict with applicable law then in effect.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has executed these Articles of Incorporation this 12th day of December, 2000.

Sign Name

Robert P. Adelhelm
Robert P. Adelhelm

"Incorporator"

STATE OF FLORIDA COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 12th day of DECEMBER, 2000, by Robert P. Adelhelm [☒] who is personally known to me or [☐] who has produced a valid driver's license as identification.



Betty Magee Maxwell
My Commission CC736784
Expires June 1, 2002

Sign Name

Betty Magee Maxwell

Print Name

Betty Magee Maxwell

Notary Public in and for the
County and State aforesaid
My commission expires: 6-1-02

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

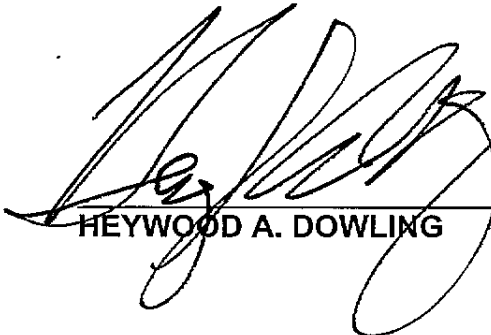
In pursuance of Chapter 48.091 and 617.0501, Florida Statutes, the following is submitted:

Jacksonville Semper Fidelis Society, Inc., a Florida corporation not for profit, desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, at 241 Atlantic Boulevard, Suite 5-B, Neptune Beach, County of Duval, State of Florida, has named Heywood A. Dowling, 241 Atlantic Boulevard, Suite 5-B, Neptune Beach, Florida 32266, its Agent to accept service of process within this State.

Acknowledgment

Having been named to accept service of process for the above stated corporation, at such place designated in the Certificate, I hereby accept to act in this capacity, and to agree to comply with the provisions of said Act, relative to keeping open the above office.

DATED the 12th day of December, 2000.



HEYWOOD A. DOWLING

CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE COUNTY OF DUVAL
STATE OF FLORIDA

00 DEC 26 AM 10:40

FILED