

NO1000000760

LAW OFFICES
JOSEPH C. WOYTASH, JR.
A PROFESSIONAL CORPORATION

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JOSEPH C. WOYTASH, JR.*
*ALSO ADMITTED IN D.C. & GA

OFFICES IN
WASHINGTON, D.C.

January 24, 2001

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

Re: FLORIDA CHAPTER OF THE AMERICAN LOGISTICS ASSOCIATION, INC.

Dear Sir:

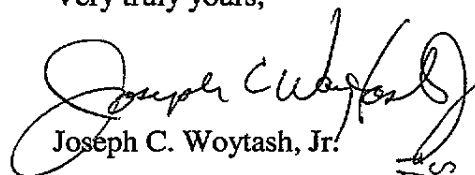
Enclosed is an original and two (2) copies of the articles of incorporation from the above-captioned entity. A check for \$87.50 is also enclosed for the filing fee, certified copy and certificate.

Please return to: Joseph C. Woytash, Jr., Esquire
Joseph C. Woytash, Jr., P.C.
P.O. Box 30902
Bethesda, Maryland 20824-0902
301-530-7575

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*****87.50 *****87.50

Thank you for your assistance.

Very truly yours,


Joseph C. Woytash, Jr.

Enclosures

cc: Maurice Branch, VP

FILED
01 JAN 31 AM 8:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10-2-01
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ARTICLES OF INCORPORATION
of
FLORIDA CHAPTER OF THE
AMERICAN LOGISTICS ASSOCIATION, INC.
In Compliance with Chapter 617, F.S. (Not for Profit)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name of the corporation is: **FLORIDA CHAPTER OF THE AMERICAN LOGISTICS ASSOCIATION, INC.**

The period of its duration is perpetual.

SECOND: The principal place of business and mailing address, including street and number, of the corporation is: 16803 Hawkridge Road, Lithia, Florida 33547.

THIRD: The purposes for which the corporation is organized are:

- (a). to promote the efficiency of the logistical services of the United States Armed Forces;
- (b). to preserve the spirit of the mutual understanding and cooperation between the Armed Forces and the businessmen of the United States;
- (c). to perpetuate the spirit of friendly cooperation and loyalty among officers who have served, are now serving, or who may serve with the logistical services of the Armed Forces;
- (d). to encourage such of these officers as have returned to civilian life to retain their contact with the Armed Forces by serving in the Reserve Components;
- (e). to disseminate to officers on duty with the logistical branches of the Armed Forces, professional military knowledge calculated to better fit them to properly discharge their duties, to that end the Armed Forces may have an effective body of trained supply officers available and prepared for active service in an emergency;
- (f). to stimulate helpful relationships between the officers of the regular establishment and the Reserves, and to foster between logistical services and other branches of the military service a spirit of cooperation and understanding of their respective functions and responsibilities;
- (g). to print, publish and circulate, by mail or otherwise, books, pamphlets, newspapers, magazines, leaflets, reports and printed matter generally;
- (h). to establish and maintain libraries, and to purchase, hold and when expedient, dispose of books, manuscripts, pamphlets, maps, charts and other material;
- (i). to provide for the holding of public meetings and conferences and the delivery of lectures and to conduct seminars;

- (j). consistent with the forgoing, exercise all powers available to corporations organized pursuant to the Florida Non-Profit Corporation Act.

FOURTH: Directors shall be elected. The directors or any of them as elected by one or more classes of the members shall be provided in the by-laws.

The management of the corporation shall be vested in a Board of Directors that shall be self-perpetuating.

FIFTH: The name and Florida street address of the initial registered agent is: Mike Ezell, 16803 Hawkridge Road, Lithia, Florida 33547.

SIXTH: Provisions for the regulation of the internal affairs of the corporation, including provision for the distribution of assets on dissolution or final liquidation are as follows:

(A) The corporation has not been formed for pecuniary profit or financial gain, and no part of the assets, income, profits, or net earnings of the corporation shall inure to the benefit of or be distributable to its trustees, directors, officers, or other private persons, and no trustee, officer, or director of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

(B) No part of the activities of the corporation shall be devoted to the carrying on of propaganda activities, or efforts to otherwise influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(C) Notwithstanding any other provision of this Certificate of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future U.S. Revenue Law).

(D) Upon the dissolution of the corporation, the Board of Directors shall, after paying or making a provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation to the national office of the American Logistics Association, Washington, D.C., or any successor entity, a Section 501(c)(6) organization as set forth in the Internal Revenue Code of 1986 (or the corresponding provision of any future U.S. Internal Revenue Law), to be used exclusively for the purposes of the corporation in such manner or to such organization or organizations organized and operated exclusively for such purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future U.S. Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by a judgment of the appropriate Court of the State of Florida, or other appropriate court, to an organization or organizations qualifying as exempt organization(s) under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding

provision of any future U.S. Internal Revenue Law) whose purposes are exclusively for one or more of the purposes described above.

(E) The corporation shall have members as set forth in its by-laws. The corporation is to be divided into generally 2 classes of members: corporate and individual. The designation of each class of members, the qualifications and rights of the members of each class, including the right to vote if pertinent shall be provided in its by-laws.

(F) The bylaws of the corporation are authorized to provide how each member of the corporation is entitled to vote at any election for directors of the corporation. However, cumulative voting shall not be allowed unless expressly set forth in the bylaws of the corporation.

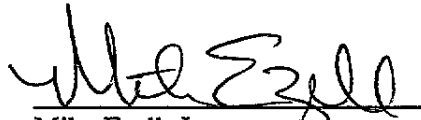
The number and election of officers shall be provided in the by-laws.

(G) The personal liability of a director to the corporation or its members for monetary damages for breach of duty as a director shall be limited to an amount equal to the amount of compensation received by the director for serving the corporation during the calendar year in which the violation occurred (and if the director received no such compensation from the corporation during the calendar year of the violation, such director shall have no liability to the corporation or its members for breach of duty) if such breach did not:

- (i) Involve a knowing and culpable violation of law by the director;
- (ii) Enable the director to receive an improper personal economic gain;
- (iii) Show a lack of good faith and a conscious disregard for the duty of the director to the corporation under circumstances in which the director was aware that his conduct or omission created an unjustifiable risk of serious injury to the corporation; or
- (iv) Constitute a sustained and un-excused pattern of inattention that amount to an abdication of the director's duty to the corporation.

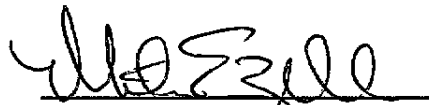
SEVENTH: The name and address, including street, number and zip code, of the incorporator is as follows: Mike Ezell, 16803 Hawkridge Road, Lithia, Florida 33547.

Date: 1/16/01


Mike Ezell, Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Date: 1/16/01


Mike Ezell, Registered Agent